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EMERGENCY ORDER DOCKET SDWA 08 2001 33 RECEIVED AFTER NOVEMBER 30 2000

East Poplar Oil Field Enforcement Case

> Region 8 13582



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 300
DENVER, CO 80202-2466
http://www.epa.gov/region08

SEP 2 0 2001

Ref: 8ENF-T

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Murphy Exploration and Production Company CT Corporation System 40 West Lawrence, Suite A P.O. Box 1166 Helena, MT 59624-1166

RE: Emergency Administrative
Order under Section 1431 of
the SDWA Docket No. SDWA-08-2001:333

Dear Murphy Exploration and Production Company:

Enclosed is an Emergency Administrative Order (Order) issued under Section 1431 of the Safe Drinking Water Act (SDWA), 40 U.S.C.§ 300i. This Order concerns many of the same issues that were discussed in the previously issued order bearing the Docket number SDWA-8-99-68, first issued on September 30, 1999, first amended on November 5, 1999, and second amended on November 30, 2000, and also to an Order issued to Respondent Pioneer Natural Resources USA, Inc. bearing Docket number SDWA-8-2001-27.

This Order, unlike the Order bearing Docket number SDWA-8-99-68, does not name AMARCO Resources Inc. as a Respondent. This is due to the fact that each previous Order or amended Order naming AMARCO as a Respondent was returned to this office by the U.S. Postal Service because the company no longer exists.

The United States Environmental Protection Agency (EPA) has learned that the cumulative practices in the East Poplar Oil Field beginning as early as 1952, have contributed to the current groundwater contamination located in and around the East Poplar Oil Field. This Order requires all Respondents to provide at least 125 gallons of drinking water per person each day to home sites in the oil field and the water must be hooked to each home site's plumbing. In addition, the Order requires a study and assessment of the threat to the public water supply wells currently supplying drinking water to persons in the City of Poplar. Finally, the Order requires submission of certain

documents as specified in the Order. The penalties for failing to comply are set forth in the Order.

This Order is based on both current and historic contamination of the ground water in and around the area of the East Poplar Oil Field within the boundary of the Fort Peck Indian Reservation in Roosevelt County, Montana. EPA has identified the presence of the contaminant benzene and a substantial increase in the total dissolved solids levels in the Quaternary Deposits. The presence of these contaminants in the Quaternary Deposits, an Underground Source of Drinking Water (USDW), may present an imminent and substantial endangerment to the health of any person, now or in the future, who drinks and uses this water. EPA has also determined that Respondents, through the operations of oil and gas production facilities in the East Poplar Oil Field, have caused or contributed and/or are continuing to cause and contribute to the endangerment of the USDW.

The issuance of this Order is consistent with EPA's goal of protecting human health and the environment, including working to ensure the provision of safe drinking water to the affected residents. With regard to this Order, please contact Nathan Wiser at (303) 312-6211 or write Mr. Wiser at the address provided above, mail code 8-ENF-T.

Sincerely,

Camelly Enears

Connally E. Mears, Director Technical Enforcement Program Office of Enforcement, Compliance and Environmental Justice

Enclosure

cc: with enclosure

Deb Madison, Assiniboine and Sioux Tribes Environmental Program Manager George Hudak, Montana Board of Oil and Gas Conservation

.cc: without enclosure

Arlyn Headdress, Chairman, Fort Peck Tribal Executive Board Doug Endreson, Tribal Counsel, Assiniboine and Sioux Tribes

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY DI SEP 20 PM 3: 51 REGION 8

IN THE MATTER OF

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Docket No. SDWA-08-2001-33

Marathon Oil Company,

Murphy Exploration and Production Company,

Pioneer Natural Resources USA) Incorporated,

Samson Investment Company,

Samson Hydrocarbons Company,

Respondents

East Poplar Oil Field Fort Peck Indian Reservation Montana

Proceedings under Section 1431(a) of the Safe Drinking Water Act, 42 U.S.C. §300g-i(a)

EMERGENCY ADMINISTRATIVE ORDER

DESCRIPTION

This Order requires Respondents to deliver adequate water to replace the contaminated water supply at several homesites in the East Poplar Oil Field and to collect new data to ascertain the groundwater contamination threat to public water supply wells in and around the City of Poplar, Montana. It also requires submission of records.

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I STATUTORY AUTHORITY

The following Findings are made and Order issued under the authority vested in the Administrator of the U.S. Environmental Protection Agency (EPA) by Section 1431(a) of the Safe Drinking Water Act (the Act), 42 U.S.C. §300i(a). The authority to take this action has been properly delegated to the undersigned EPA program supervisors.

II LOCATION

This matter takes place on lands within the exterior boundary of the Fort Peck Indian Reservation in Roosevelt County in the State of Montana.

III DESCRIPTION OF RESPONDENTS

- 3. Marathon Oil Company is an Ohio corporation and therefore a "person" within the meaning of 40 C.F.R. \$141.2 and \$144.2 and Section 1401(12) of the Act, 42 U.S.C. \$300f(12). TXO Production Corp. a Delaware corporation, merged with Marathon Oil Company. TXO Production Corp was a trade name for Texas Oil & Gas Corp. a Delaware corporation.
- 4. Murphy Exploration & Production Company is a Delaware corporation doing business in the State of Montana and

therefore is a "person" within the meaning of 40 C.F.R. \$141.2 and \$144.2 and Section 1401(12) of the Act, 42 U.S.C. \$300f(12).

- 5. Pioneer Natural Resources USA, Inc. is a Delaware corporation and therefore a "person" within the meaning of 40 C.F.R. §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12). Pioneer Natural Resources USA, Inc. acquired the assets of Mesa Petroleum Co. Mesa Petroleum Co. did business in the state of Montana.
- 6. Samson Investment Company is a Nevada corporation and therefore a "person" within the meaning of 40 C.F.R. \$141.2 and \$144.2 and Section 1401(12) of the Act, 42 U.S.C. \$300f(12). Samson Hydrocarbons Company, a subsidiary of Samson Investment Company, is a Delaware corporation and therefore a "person" within the meaning of 40 CFR \$141.2 and \$144.2 and Section 1401(12) of the Safe Drinking Water Act, 42 U.S.C. \$300f(12). By 1961, C.C. Thomas, an original oil operator on the East Poplar Oil Field, transferred the lease to produce oil from the "Huber" property to Emile A. Polumbus. Emile A. Polumbus later formed the Polumbus Petroleum Corporation ("Polumbus"). Polumbus did business in the state of Montana. Polumbus later merged with W.R.

Grace & Co. (a Connecticut corporation) to become Grace Petroleum Corporation in 1976. Grace Petroleum Corporation did business in the state of Montana. On or about January 21, 1993, Samson Investment Company acquired all issued and outstanding stock of Grace Petroleum Corporation and became that company's successor in interest. On or about that same day, Samson Investment Company changed the name of Grace Petroleum Corporation to Samson Natural Gas Company. Samson Natural Gas Company then changed its name to SNG Production Company on or about April 19, 1993. Then, on or about December 28, 1994, SNG Production Company changed its name to Samson Hydrocarbons Company.

7. Respondents own and/or operate or did own and/or operate oil and gas production facilities, including but not limited to oil or gas production wells, produced brine disposal wells, secondary recovery injection wells, drilled and abandoned dry holes, production and waste pits, storage tanks, oil/water separators, and distribution pipelines and pumping facilities, in the East Poplar Oil Field located within the following locations: Township 28 North, Range 51 East; Township 29 North, Range 50E; Township 29 North, Range 51E, on the Fort Peck Indian Reservation in

Roosevelt County in the State of Montana.

IV FINDINGS: GEOLOGY, EXTENT OF CONTAMINATION, HYDROLOGY

8. The uppermost geologic deposits found in the East Poplar Oil Field and within about 3 miles to southwest of the East Poplar Oil Field are Quaternary-aged (less than 2 million years old). These Quaternary-aged deposits, herein after referred to as "Quaternary deposits," consist of several different units, known and mapped as the Wiota Gravel, Sprole Silt, Glacial Till, and several unnamed distinct deposits, called alluvium, fan alluvium, colluvium, lake and pond deposits, and outwash deposits (see for instance "Geologic Map of the Poplar Quadrangle, Roosevelt, Richland and McCone Counties, Montana," U.S. Geological Survey, Map I-367, Roger B. Colton, 1963). Lithologic logs from monitoring wells and test wells in the area show thicknesses of the Quaternary deposits ranging from 22 to 153 feet. Based on hydraulic head measurements from wells, groundwater in the Quaternary deposits east of the Poplar River generally moves westward toward the Poplar River, where it merges with south-ward flowing groundwater in the Poplar River Valley. Water in the Quaternary deposits in and around

the East Poplar Oil Field is recharged by infiltration of precipitation, and movement of water from upgradient areas. Groundwater flow in the Quaternary deposits should have a horizontal component because its downward movement is bounded by the underlying, relatively impermeable Bearpaw Shale, and is forced to move laterally. Depth to the water table below land surface in this area generally ranges from about 5 to 139 feet in the Quaternary deposits. Several rural residential homes in and around the East Poplar Oil Field derive their drinking water from the Quaternary deposits aquifer. Past sampling from private groundwater wells in and around the East Poplar Oil Field area showed, at the time, total dissolved solids (TDS) content ranging from 427-2,680 milligrams per liter (mg/l).

9. The Quaternary deposits form an unconfined aquifer which contains a sufficient quantity of groundwater to supply a public water system. A public water system (PWS), as defined by 40 C.F.R. § 141.2, means a system for the provision to the public of piped water for human consumption, if such system has at least fifteen service connections or regularly serves an average of at least twenty-five individuals daily at least 60 days

out of the year. The City of Poplar derives its drinking water from the Quaternary deposits aquifer through the use of three public water supply wells. On a daily basis, the wells collectively service an estimated 4000 people through about 1000 service connections. The water production rate at the wells varies from about 450 gallons per minute (gpm) during the winter to about 900 gpm during the summer. The wells operate about 5-1/2 hours each day. The total daily estimated water volume produced by the City of Poplar's water wells ranges from about 1.5 million gallons during the winter to about 3 million gallons during the summer.

- 10. The Quaternary deposits are the sole developed source of groundwater for the PWS for the City of Poplar,

 Montana, the tribally-owned PWS for the Poplar Head Start Center, and for private resident wells in and around the East Poplar Oil Field.
- 11. The Quaternary Deposits are an underground source of drinking water (USDW). A USDW, as defined under 40 C.F.R. § 144.3, means an aquifer or its portion which (a)(1) supplies any PWS, or (2) contains a sufficient quantity of groundwater to supply a public water system and either (i) currently supplies drinking water for

human consumption or (ii) contains fewer than 10,000 mg/l TDS; and (b) is not exempted pursuant to 40 C.F.R. \$\\$ 144.7(b) and 146.4. The Quaternary deposits aquifer has not been exempted pursuant to 40 C.F.R. \$\\$ 144.7(b) and 146.4.

- 12. Between 1989 and 1996, the United States Geological Survey ("USGS") has conducted an extensive groundwater investigation of saline-water contamination in and around the East Poplar Oil Field. The USGS reviewed groundwater and surface water quality data from existing private water wells, new monitoring wells, oil wells, brine-injection wells, and the Poplar River in the East Poplar Oil Field area. Additionally, the USGS completed an electromagnetic geophysical survey, by measuring the electromagnetic apparent conductivity corrected for local anomalies (wells, pipelines, etc.), over a 21.6 square mile area in a partial effort to delineate the extent of the saline-water contamination Groundwater in the area determined by the USGS to be contaminated contained total dissolved solid levels as high as 91,100 mg/l.
- 13. Between January 1999 and September 2000, EPA collected water samples at 21 home sites with private water wells in the contamination area to determine if contamination

by oil field brine and associated hydrocarbon byproducts, or other organic chemical compounds was a
concern. EPA also sampled the three wells that supply
the City of Poplar's public drinking water, located
approximately 3 miles from the closest point studied by
the USGS, a point which was then a known contaminant
plume, and from one water well supplying water to the
Fort Peck Indian Government offices also located in the
City of Poplar. EPA found TDS levels at the 21 home
sites to range between 433 and 17,000 mg/l. EPA found
a total of 81 detections of 10 different organic
chemical compounds ranging in concentration between
0.00028 and 193.0 mg/l. A summary of all of EPA's
sample results is attached to this Order as Exhibit 1.

14. In September, 2000, EPA took samples of brine prior to its injection at two current injection well locations in the East Poplar Oilfield for the purpose of characterizing the brine injected. The two locations were the EPU #1-D injection well in Section 30, Township 29 North, Range 51 East and the Huber #5-D injection well in Section 10, Township 28 North, Range 51 East. The sample results showed several remnants of hydrocarbons. These analyzed results are summarized in the following table.

INJECTATE SAMPLES

Sample date	Constituent detected	Concentration range (mg/l)
9/29/00	Total Dissolved Solids	85,900 to 120,000
9/29/00	Benzene	1.67 to 1.76
9/29/00	Ethylbenzene	0.115 to 0.181
9/29/00	Toluene	1.53 to 1.86
9/29/00	Xylenes (total)	0.146 to 0.546
9/29/00	Total Extractable Hydrocarbons	39.0 to 67.0
9/29/00	Diesel Range Organics	28.0 to 51.0
9/29/00	Naphthalene	0.023 to 0.036
9/29/00	Isopropylbenzene	0.0066 to 0.011
9/29/00	n-Propylbenzene	0.012 to 0.019
9/29/00	1,2,4-Trimethylbenzene	0.056 to 0.087
9/29/00	1,3,5-Trimethylbenzene	0.019 to 0.028
9/29/00	bis(2-ethylhexyl)phthalate	0.049 to 0.053

- 15. Samples taken by both EPA at the existing home sites and USGS at several monitoring wells showed benzene contamination. A sample taken at one home site had benzene contamination between 0.058 and 0.078 mg/l, while other samples taken at USGS monitoring wells in the field were between 0.00158 and 0.00486 mg/l.
- 16. Under the Primary Drinking Water Standards, the maximum contaminant level ("MCL") for benzene, as set forth in 40 C.F.R. \$141.61, is 0.005 mg/l. Under the Secondary

Drinking Water Standards, as set out in 40 C.F.R. \$143.3, the standard for total dissolved solids is 500 mg/l. Water from private water wells in and around the East Poplar Oil Field contain contaminants in excess of these drinking water standards.

17. Benzene is a known human carcinogen. A causal relationship between benzene exposure and leukemia has been clearly established. EPA, in its consensus position on toxicological effects, the Integrated Risk Information System ("IRIS"), uses human occupational data to estimate the added risk of contracting cancer from exposure to benzene. Epidemiologic studies and case studies provide clear evidence of a causal association between exposure to benzene and acute nonlymphocytic leukemia and also suggest evidence for chronic nonlymphocytic leukemia and chronic lymphocytic leukemia. Other neoplastic conditions that are associated with an increased risk in humans are hematologic neoplasms, blood disorders such as preleukemia and aplastic anemia, Hodgkin's lymphoma, and myelodysplastic syndrome. These human data are supported by animal studies. The experimental animal data add to the argument that exposure to benzene increases the risk of cancer in multiple species at

multiple organ sites (hematopoietic, oral and nasal, liver, forestomach, preputial gland, lung, ovary, and mammary gland). See (1) Ross, D., 1996, "Metabolic basis of benzene toxicity" Eur. J. Haematol 57: (suppl): pp. 111-118, and (2) Latriano, L. Goldstein, B.D., Witz, G., (1986) "Formation of muconaldehyde, an open ring metabolite of benzene, in mouse liver microsomes: an additional pathway of toxic metabolites" Proc Natl Acad Sci USA 83: pp. 8356-8360. According to IRIS, dated January 2000, EPA estimates that consumption of drinking water containing 0.078 mg/l benzene is associated with an added risk of cancer of between 1 in 10,000 people and 1 in 100,000 people.

- 18. Therefore, the presence and entry of benzene at levels as high as 0.078 mg/l in the drinking water wells in the Quaternary deposits USDW presents an imminent and substantial endangerment to the health of persons.
- 19. In 1999, EPA toxicologist Dr. Robert Benson stated that water with a TDS concentration in excess of 1,000 to 2,000 mg/l is unpalatable and will not be voluntarily consumed by individuals. If an individual has no other source of water and is forced to consume water with TDS levels over 10,000 mg/l, the adverse health effects include severe osmotic diarrhea and severe dehydration.

Continued consumption after the onset of the above conditions may result in death.

20. As indicated previously, TDS levels as high as 17,000 mg/l have been found at private water wells in and around the East Poplar Oil Field and TDS levels have been found in the Quaternary deposits aquifer as high as 91,000 mg/l. This constitutes an imminent and substantial endangerment to the health of persons.

V FINDINGS: SOURCES OF CONTAMINATION

-MURPHY EXPLORATION AND PRODUCTION COMPANY-

21. The East Poplar Oil Field was discovered in early 1952, when Murphy Oil Corporation, the predecessor to Murphy Exploration and Production Company, drilled the Murphy #1 well, located in Section 2 of Township 28 North, Range 51 East (the conventional description for this location is T28N, R51E, S2). Within 3 years of the discovery well, 35 active oil production wells had been drilled by Murphy Oil Corporation. For at least the first 4 years during which the East Poplar Oil Field was active, the disposal method for produced brine water was to dump it in unlined earthen pits near the oil production wells. At least 1 million barrels (42 million gallons) of produced brine water was disposed

- of in this manner between 1951 and 1955. The produced produced brine water contained high levels of total dissolved solids, including chloride ion.
- 22. On December 8 and 9, 1954, The Montana Oil and Gas
 Conservation Commission held a hearing to consider the
 development of the East Poplar Oil Field. During that
 hearing, R. J. Sweeney, of Murphy Oil Corporation's
 Reservoir Engineering Section, explained, among other
 things, that about 700,000 barrels of produced brine
 water had been produced from the East Poplar Oil Field
 as of that date. R. J. Sweeney also stated at the
 hearing that it was his estimation that the oil
 reserves of the East Poplar Oil Field were
 approximately 200,000,000 barrels.
- 23. On February 7 and 8, 1955, the Montana Oil and Gas
 Conservation Commission held a hearing to again
 consider the development of the East Poplar Oil Field.
 Attorneys were present who represented the following
 companies doing business at the time in the East Poplar
 Oil Field: Murphy Oil Corporation, Empire State Oil
 Company, Wagner-Christianson Company, C.C. Thomas, and
 Ashland Oil Company. During this hearing, the
 attorneys representing these companies made their
 company's respective recommendations regarding the

- spacing of additional oil wells and the consideration by the Montana Oil and Gas Conservation Commission to unitize the East Poplar Oil Field.
- 24. On March 7, 1955, The Montana Oil and Gas Conservation Commission issued an order requiring each operator in the East Poplar Oil Field to develop a plan to dispose of the produced brine water from the oil production in the East Poplar Oil Field. The Montana Oil and Gas Conservation Commission's order was issued out of concern that the management of produced brine water at the time was a hazard to the Town of Poplar's water supply.
- 25. On July 8, 1955, the Montana Oil and Gas Conservation Commission held a hearing to discuss disposal of produced brine water in the East Poplar Oil Field.

 During that hearing, Murphy Oil Corporation suggested use of injection wells to dispose of their produced brine water. It was first estimated that the first injection well would be the Murphy #46 well, which would inject 2500 barrels of produced brine water per day. Murphy Oil Corporation estimated that the ultimate injection capacity would be 23,000 barrels of produced brine water injected into several injection wells.

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- 26. On June 29, 1956, two 1000-barrel produced brine water tanks in the East Poplar Oil Field, operated by Murphy Oil Corporation, exploded and caught fire and were a total loss. In a July 31, 1956 internal memorandum, Murphy Oil Corporation states that produced brine water is a carrier of hydrocarbons, and this led to the produced brine water's flammability. In addition, it is logical to assume that the contents of the two 1000-barrel produced brine water tanks spilled onto the ground.
- 27. On July 3, 1957, Murphy Corporation applied to the Montana Oil and Gas Conservation Commission for approval to construct a new well and inject into it its excess produced brine water, produced from the deeper Madison Formation for injection into the Dakota sandstone formation at one well located at T29N, R51E, Section 30, SE 1/4, SE 1/4, SE 1/4. Murphy Corporation estimated that the injection rate into this injection well would be 7000 barrels of water per day.
- 28. On July 29, 1957, the Montana Oil and Gas Conservation Commission held a hearing during which it approved, on an emergency basis, the July 3, 1997, proposal from Murphy with regard to disposal of produced brine water through a well.

- 29. On September 24, 1957, the Montana Oil and Gas Conservation Commission held a hearing to discuss Poplar River water sampling results which showed that levels of chloride ion in the river were as high as 1500 mg/l. During the hearing, the Montana Oil and Gas Conservation Commission reported that, during July 1957, 370,154 barrels of produced brine water having a total dissolved solids content of 180,000 mg/l was disposed in earthen pits, by operators Crescent Oil and Gas Corporation, Empire State Oil Company, Richfield Oil Corporation, C.C. Thomas, Wagner Christianson, and Murphy Corporation. The hearing concluded with an order requiring all oil operators, except C.C. Thomas, to submit by March 1, 1958, a suitable plan for disposal of produced brine water that would eliminate the danger to the fresh water supplies of the City of Poplar.
- 30. On September 24, 1957, Murphy Corporation reported by letter to the Montana Oil and Gas Conservation Commission, that in the previous one year, it had injected 1.25 million barrels of produced produced brine water into the Dakota sandstone formation through Wells #46 and #59. Murphy Corporation reported that the first water injected occurred on September 26,

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1956.

- 31. On October 10, 1960, Hillary A. Oden, Acting District Engineer for the U.S. Geological Survey, sent a letter to Murphy Corporation advising of the results of a September 28, 1960 inspection by the Commission. In the letter, reference was made to large amounts of oil leaked or spilled around some well sites in the East Poplar Oil Field. The same letter also referred to Murphy Corporation's intention to inject 100% of its produced brine water into injection wells as the only reasonable means to arrest then-present surface salt water problems. Therefore, Murphy Corporation was not yet injecting 100% of its produced brine water. common practice of the day was to allow the produced brine water to evaporate in earthen pits. logical to assume that since not all of Murphy's produced brine water was being injected and that the common practice at the time was to use earthen pits for produced brine water not injected, that some percentage of Murphy's produced brine water would have been disposed of in earthen pits.
- 32. On May 25, 1961, Hillary A. Oden, Acting District
 Engineer for the U.S. Geological Survey, issued a
 memorandum to the Regional Oil and Gas Supervisor in

Casper, Wyoming, in which he reported that Mr. James, of the Murphy Corporation, had called him earlier that day to advise him that several injection wells had been inactivated (e.g. "shut in") while Murphy investigated water break outs at some of their wells. Water break outs indicate that produced brine water came to the surface and spilled on the ground around the wellhead.

- On June 29, 1961, the Montana Oil and Gas Conservation
 Commission held a public hearing for the purpose of
 considering Murphy Corporation's proposal to utilize
 Well #59 for injection purposes. During the hearing,
 the Commission found that Murphy Corporation used
 evaporation pits to dispose of excess produced produced
 brine water and that the new well would be able to
 accommodate up to 17,000 barrels of water injected per
 day.
- 34. On July 6, 1961, Hillary A. Oden, District Engineer for the U.S. Geological Survey, issued a memorandum to the Regional Oil and Gas Supervisor in Casper, Wyoming, in which he described testimony presented at the June 29, 1961 Montana Oil and Gas Conservation Commission hearing held in Helena, Montana given by representatives of Murphy Corporation, C.C. Thomas and Richfield Oil Company. Mr. Oden stated that Murphy

Corporation admitted that at least one water supply well (the Akers well) had been contaminated by earthen pits and wanted more time to study the problem. Mr. Polumbus, representing C.C. Thomas's lease, stated that the disposal of 1000 barrels of produced brine water each day onto the surface "was not hurting anyone." Richfield Oil Company's testimony was that their use of earthen pits was not harmful.

- 35. On June 29, 1961, Hillary A. Oden, District Engineer for the U.S. Geological Survey, read a statement at the June 29, 1961 public hearing convened by the Montana Oil and Gas Conservation Commission, in Helena, Montana. He stated that the previous seven years' produced brine water disposal practice of dumping into earthen pits has damaged fresh water supplies and the land. Mr. Oden stated that there had been too many violations of Section 221.32 of the Code of Federal Regulations, which states in part, "The lessee shall not pollute streams or damage the surface or pollute the underground water of the leased or other lands."
- 36. Testimony given at the June 29, 1961 public hearing convened by the Montana Oil and Gas Conservation

 Commission revealed that at least 24 earthen pits were in operation by six operators in East Poplar Oil Field

as of June 15, 1961. The testimony stated that the six operators are (1) Murphy Corporation, (2) Ajax Oil, (3) Crescent Oil Company, (4) Richfield Oil Company, (5) Wagner-Christiansen Company, and (6) E. A. Polumbus (formerly C.C. Thomas). The testimony introduced a map showing the locations of the 24 earthen pits, and six private water wells in and around the East Poplar Oil The testimony provided calculation that the Field. earthen pits were leaking produced brine water into the gravel strata underlying them and so endangering fresh water supplies. The testimony further provided that water samples taken from the Akers private water well showed total dissolved solids content of 80,060 mg/l and 34,632 mg/l chloride ion, located in T29N, R51E, S21, SE 1/4. The testimony indicated that during January 1961, a total of 642,000 barrels of produced brine water was produced in the East Poplar Oil Field, and that 158,000 barrels of that amount was disposed of into earthen pits. The testimony also shows that the earthen pits in use in East Poplar Oil Field were unlined.

37. On June 9, 1964, J.F. Otero, Acting Superintendent of the Bureau of Indian Affairs, in Poplar Montana, issued a memorandum to the District Engineer at the U.S.

Geological Survey, in Billings, Montana. The memorandum stated that during a recent field inspection about 4 acres of crop and/or pasture land was damaged from seepage and overflow of produced brine water from multiple pits. The lands damaged were described as about 3 acres in T28N, R51E, S3, S1/2, NW 1/4, and 1 acre in T28N, R51E, S3, N1/2 SW 1/4. A June 12, 1964 follow up memorandum from Hillary A. Oden, U.S. Geological Survey to the Superintendent of the Bureau of Indian Affairs in Poplar, Montana, revealed that Murphy Oil Corporation was the operator of at least one of these pits which overflowed.

- 38. On September 7, 1971, Virgil L. Pauli, District
 Engineer for the U.S. Geological Survey, wrote a letter
 to Murphy Oil Corporation expressing concern that
 several of their wells had the potential to pollute a
 nearby stream.
- 39. On or about January 3, 1972, Mr. Orphey "Bud" Lien answered interrogatories in the District Court of the 15th Judicial District of the State of Montana. In his answers, Mr. Lien stated that he was the title-holder of lands located in T29N, R51E, Sections 8, 16, 17, and 20. Mr. Lien also stated that 40 acres of land in T29N, R51E, S17 had contaminated underground water

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supply from a leaking pipeline he observed on December 4, 1970. He further stated that 40 acres of land in T29N, R51E, S20 had contaminated underground water supply from practices observed between 1968 and 1969. He further stated that 40 acres of land in T29N, R51E, S16 had contaminated underground water supply from practices observed between 1968 and 1969.

- 40. On December 3, 1974, Virgil L. Pauli, District Engineer for the U.S. Geological Survey, wrote a letter to Murphy Oil Corporation expressing concern about several environmental problems noted during a recent inspection, conducted November 20 22, 1974. The issues raised in the letter include oil spillage, improperly maintain pits, pits containing oil but no wire mesh or flagging, and general unsightliness owing to accumulated junk and unused equipment.
- 41. On March 5, 1975, Virgil L. Pauli, District Engineer for the U.S. Geological Survey, wrote a letter to Murphy Oil Corporation confirming several agreed-to practices at the East Poplar Oil Field, including a provision that earthen pits must not be used, except in emergencies, and that as soon as practicable after use, the produced brine water introduced to earthen pits must be collected and directed to underground injection

wells.

- 42. On April 17, 1975, the Montana Board of Oil and Gas
 Conservation (formerly the Montana Oil and Gas
 Conservation Commission) held a public hearing in
 Plentywood, Montana, to listen to complaints by
 landowners in and around the East Poplar Oil Field.
 During the hearing, extensive evidence was submitted
 through testimony by these landowners that oil and gas
 operators in the area violated regulations of the
 Montana Board of Oil and Gas Conservation with regard
 to disposal of produced brine water.
- 43. On April 17, 1975, Mr. Orphey "Bud" Lien, introduced a prepared statement as testimony at the Montana Board of Oil and Gas Conservation public hearing held in Plentywood, Montana. In his statement, Mr. Lien stated that the aquifer under his land, located in the northern part of the East Poplar Oil Field, had been so contaminated with produced brine water and other chemical leaks and spills that his drinking water supply was damaged and forced him to haul water for use in cooking and drinking. He stated that, at the time, he was suing Murphy Oil Corporation for damages to his land.
- 44. On July 28, 1975, Judson D. Sweet, Petroleum Engineer

for the Montana Board of Oil and Gas Conservation, wrote a letter to Mr. Orphey Lien in which he described that Joe Simonson, a field inspector with the Board of Oil and Gas, had met with Mr. Lien and that Mr. Simonson stated that there had been numerous instances of produced brine water pipeline leaks which resulted in damage to the land surface and that improperly managed produced brine water had contaminated Mr. Lien's fresh water supply well located in T29N, R51E, S21, which was drilled in 1969.

- 45. On July 28, 1975, Judson D. Sweet, Petroleum Engineer for the Montana Board of Oil and Gas Conservation, wrote a letter to Murphy Oil Corporation requesting, among other things, that they settle claims made by Mr. Orphey Lien against Murphy Oil Corporation due to damage caused by produced brine water spills and leaks.
- 46. On March 22, 1977, B. Fiant, Petroleum Engineering Technician, U.S. Geological Survey in Billings, Montana, issued a memorandum to the files documenting a meeting held on March 17, 1977, attended by B. Fiant and H. Lemm, of the U.S. Geological Survey, D. Allison, of the Fort Peck Bureau of Indian Affairs, and B. Melear of Murphy Oil Co. The memorandum stated that there was still a large number of earthen pits in the

East Poplar Oil Field, most of which contained, at the time, some type of produced fluid. It was also noted that excessive damage to vegetation was present at the time due to leakage and leaching of the highly saline produced brine water.

- 47. On March 29, 1977, Virgil L. Pauli, District Engineer for the U.S. Geological Survey, wrote a letter to Murphy Oil Corporation in which approval was given to use seven wells for disposal of produced brine water. The wells approved were the Mule Creek #1-D, Wetsit #1-D, Courchene #1-D, EPU #1-D, EPU #80-D, EPU #8-D, and EPU #5-D. In the approval letter, Mr. Pauli reminded Murphy Oil Corporation that Notice of Lessee No. 2B (NTL-2B) required emergency pits to emptied of all contents within 48 hours following their use and that use of emergency pits must be reported to the U.S. Geological Survey office in Billings, Montana.
- 48. On August 9, 1983, Murphy Oil Company reported on the Well EPU #1-D, located in T29N, R51E, S30, SE 1/4, SE 1/4, SE 1/4. The well was drilled and completed on September 12, 1957. This brine water injection well experienced several problems over the next several years, including the replacement of its injection tubing in October 1961, July 1962, February 1968, and

December 1979. In February 1980, a 5-1/2 casing liner was cemented to the 7-inch casing because a casing leak had been found in the 7-inch casing. Also in February 1980, the 4-1/2 tubing was discovered to have parted and was replaced, indicating that the well had simultaneous leaks in its tubing and casing. At the time of this work, the well was reported by Murphy to have been injecting at a rate of 4700 barrels of produced brine water per day. The cumulative injection volume through December 1979 into this well was reported by Murphy to be 76,818,910 barrels of produced brine water. At a minimum, this well threatened the Quaternary deposits aquifer. This well may have actually allowed injected fluid to escape to the Quaternary deposits aquifer.

49. In a letter dated June 3, 1986, sent to the Miles City, Montana Bureau of Land Management office, Bureau of Indian Affairs field technician Vina Smith reported that the reserve pit at Well EPU #111 in T29N, R51E, S12, SW 1/4, was full of water and had no berm on its south side. On June 27, 1986, Murphy Oil USA, Inc. superintendent Ray Reede reported that on June 26, 1986, the pit's water had been pumped out and the berm on the south side had been repaired.

- 50. On October 27, 1988, Larry Travis, of the Bureau of Indian Affairs, reported to the Miles City, Montana Bureau of Land Management office that an October 25, 1988 inspection revealed a leak in a Murphy Oil pipeline located in T29N, R50E, S13, N ½.
- 51. A June 1, 1988, report prepared by Charles A. Norman and Randall Fetterolf entitled, "Report on Trust Royalties on the East Poplar Unit, Montana May 1952 through May 1987," revealed that over 40 million barrels of oil had been produced from the East Poplar Oil Field since its inception through May 1987.
- 52. On September 18, 1989, the Bureau of Indian Affairs, reported to the Miles City, Montana Bureau of Land Management office that a September 15, 1989 inspection revealed a leak in a Murphy Oil pipeline located between the Iron Bear #4 well in T29N, R50E, S12, NW 1/4, NE 1/4, and a tank battery.
- 53. On October 31, 1996, the Miles City, Montana Bureau of Land Management office issued a written order to Murphy Exploration and Production Company. The order cited an inspection conducted on October 29, 1996, which revealed a pit, located at Well EPU #110 in T29N, R51E, S29, NW 1/4, SW 1/4, that was in a state of disrepair and contained oil. The order required Murphy to either

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apply for permission to keep the pit, or close the pit.

It also required that Murphy repair the pit to keep out livestock. It is not known to EPA whether or not the pit was lined.

- 54. In a letter dated July 1, 1997, Murphy Exploration and Production Company stated that they conducted a 3dimensional seismic profile over the East Poplar Oil Field during the winter of 1995. This work likely used either subsurface detonation of dynamite, or vehicles that induced seismic shock waves into the subsurface. Such shock waves could have fractured the Bear Paw Shale, which, located approximately between 50 and 700 feet below ground surface, forms the geologic formation directly below the Quaternary deposits aquifer. A fractured Bear Paw Shale would impede its natural protection of the underground source of drinking water from contamination originating in deeper formations such as the Judith River formation, Dakota formation, or Madison formation. This is particularly the case since the Judith River formation, located immediately below the Bear Paw Shale, was known to be highly pressurized due to its heavy use as an injection zone.
- 55. On October 27, 1998, Ray Reede, of Murphy Exploration and Production Company, called the Miles City, Montana

Bureau of Land Management to report a casing leak discovered in the oil well EPU #16 in T29N, R51E, S33, SW 1/4, SE 1/4. The leak was discovered at a depth of 3375 feet below ground surface. At a minimum, this leak threatened the Quaternary deposits aquifer since contaminant fluids could have flowed toward the surface from the leak via an uncemented pathway from 3375 feet depth to the aquifer. This leak may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.

- 56. On August 31, 1999, EPA issued a notice of noncompliance to Murphy Exploration and Production Company for exceeding the maximum allowable injection pressure at the Well #5-D (EPA ID No. MT2021-00021), located at T29N, R51E, S19, SE 1/4, SE 1/4, following an inspection of the well on July 13, 1999. Exceeding the maximum allowable injection pressure can result in injected produced brine water breaking through the natural geologic confinement and migrating vertically into the Quaternary deposits aquifer.
- 57. On May 31, 2001, EPA issued a second notice of noncompliance to Murphy Exploration and Production Company for again exceeding the maximum allowable injection pressure at the Well #5-D (EPA ID No. MT2021-

- 00021), located at T29N, R51E, S19, SE 1/4, SE 1/4, following an inspection of the well on May 8, 2001. Exceeding the maximum allowable injection pressure can result in injected produced brine water breaking through the natural geologic confinement and migrating vertically into the Quaternary deposits aguifer.
- Production Company in the East Poplar Oil Field is included as Exhibit 2 to this Order, along with the actual spill reports themselves. Cumulatively, these 76 spill reports amass a total of 666 barrels of oil and 965 barrels of produced brine water that were spilled onto the ground between February 1, 1976 and April 29, 2001, at various locations around the East Poplar Oil Field. Some, but not all, of these pollutants were left on the ground and threatened or contaminated the Quaternary deposits aguifer.

-PIONEER NATURAL RESOURCES USA INC.-

59. During April and May, 2000, Pioneer Natural Resources
USA, Inc. drilled several groundwater monitoring wells
around the location of the Biere #1-22 well, a well
formerly operated as an oil well which was plugged in
September 1984, located in T28N, R51E, S22, NW 1/4, SW
1/4. Upon sampling these groundwater monitoring wells,

and coupled with the results of the U.S. Geological Survey studies cited in Paragraph 13, Pioneer Natural Resources USA, Inc. acknowledged that the Biere #1-22 well was leaking contamination into the Quaternary deposits aquifer. On August 21, 2001, an EPA-issued Emergency Administrative Order upon Consent with Respondent Pioneer Natural Resources USA, Inc. became effective. The Order requires Pioneer to stop the leak from the Biere #1-22 well within 90 days of that Order's effective date. The Biere #1-22 well was originally drilled as an oil production well in 1970, and first plugged in 1984. Within several months of its plugging, the water broke out at the surface of the well and, in 1985, it was plugged again by injecting cement into a nearby "relief" well. This second plugging appears to have worked for a while, but as early as 1993 the Biere #1-22 well began leaking produced brine water brine into the Quaternary deposits aquifer.

-SAMSON INVESTMENT COMPANY--SAMSON HYDROCARBONS COMPANY-

60. Among the first oil operators in the East Poplar Oil Field was C.C. Thomas, whose Huber lease located in T28N, R51E, S10, was not ultimately included in the unitization of the East Poplar Oil Field. C.C. Thomas

operated at least four oil wells, starting at least as early as December 1954. By June 29, 1961, this lease had been transferred to E.A. Polumbus, who later formed the Polumbus Petroleum Corporation. The Polumbus Petroleum Corporation merged with W.R. Grace & Company - Conn. to form Grace Petroleum Corporation. On July 1, 1986, Grace Petroleum Corporation transferred their interest in the Huber #1, Huber #2, Huber #3, Huber #4 and Huber #5 wells to Murphy Oil USA, Inc. Investment Company acquired the Grace Petroleum Corporation in a stock acquisition. The method of disposing of produced brine water during the early days of the East Poplar Oil Field's history was to dump it in earthen pits. C.C. Thomas, and later E.A. Polumbus utilized this method of produced brine water disposal in and around the oil wells on the Huber lease from at least December 9, 1954 to June 29, 1961.

During the period between October 1954 and May 1955,

C.C. Thomas produced 62,917 barrels of produced brine

water that was dumped on the ground as disposal. At a

public hearing convened by the Montana Oil and Gas

Conservation Commission on February 8, 1955, attorney

Winston Howard, representing C.C. Thomas, testified

that C.C. Thomas' water production rate was 367 barrels

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of produced brine water per day.

- 62. In a July 6, 1961 memorandum from Hillary A. Oden,
 District Engineer for the U.S. Geological Survey, to
 The Regional Oil and Gas Supervisor for the U.S.
 Geological Survey, it was stated that, at a June 29,
 1961 Montana Oil and Gas Conservation Commission
 hearing, Mr. E.A. Polumbus stated that he was disposing
 of about 1000 barrels of produced brine water from four
 oil wells each day onto the land surface.
- Commission sundry notice signed by the Grace Petroleum Corporation indicates that the Huber #4 brine water disposal well located in T28N, R51E, S10, had water surfacing at its wellhead, and that the cause of this water surfacing was through either the Huber #4A salt water disposal well or the 50-foot offset Huber #4 oil well or a combination of both. At a minimum, this leak threatened the Quaternary deposits aquifer. This leak may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.
- 64. A July 18, 1984 well sketch for the Well EPU #110x located in T28N, R51E, S10 shows a total of 23 casing leaks between the depths of 1136 and 4763 feet below ground surface and a casing patch at 428 feet below

ground surface. At a minimum, these leaks, if present, threatened the Quaternary deposits aquifer since contaminant fluids could have flowed toward the surface from the leaks. The leaks may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.

65. A February 20, 1996 Montana Board of Oil and Gas sundry notice signed by Murphy Exploration and Production

Company indicates that the Huber #4A oil well, located in T28N, R51E, S10, had casing leaks at 121 feet and 1300 feet depth. At a minimum, these casing leaks threatened the Quaternary deposits aquifer. The leaks may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.

-MARATHON OIL COMPANY-

66. During the 1981 construction of the Buckles SWD #1
well, located in T28N, R51E, S22, the TXO Production
Company had difficulties. Twice during construction,
TXO Production Company, in daily drilling reports dated
May 28 - 30, 1981, reported that water from the Judith
River Formation at around 880 feet below ground surface
flowed up the wellbore to the surface, breaking through
the newly placed cement behind the casing. This could
have resulted in a permanent channel behind the casing

allowing movement of injected water from the Judith River formation into the Quaternary deposits aquifer. At a minimum, this threatened the Quaternary deposits aquifer. This may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.

- 67. On August 20, 1982, TXO Production Corporation issued an internal memorandum from R.A. Varela to E.J. Quinlan III. In the memorandum it is stated that the Buckles A #1 well located in T28N, R51E, S22 had been shut in since May 9, 1982 due to leaks in the produced brine water pipeline leading to the salt water injection well.
- 68. On October 19, 1982, TXO Production Company issued a spill report. The report stated that 200 barrels of oil overflowed tanks located at T28N, R51E, S22 and spilled onto the ground inside the tank battery. The report further stated that a vacuum truck picked up 190 barrels of oil and returned it to the tank, thereby leaving about 10 barrels on the ground.
- 69. On February 24, 1984, TXO Production Company issued an internal memorandum from R.E. Dashner to P.A. Kriz.

 The memorandum recommended plugging and abandoning the Buckles "A" #1, Buckles "B" #1 and Buckles SWD wells,

- all of which were located in T28N, R51E, S22. The reason stated in the memorandum is that the wells had been plagued by leaks in pipes due to the corrosive nature of the produced brine water. At a minimum, these leaks threatened the Quaternary deposits aquifer. The leaks may have actually allowed fluids from the well to escape into the Quaternary deposits aquifer.
- 70. On May 7, 2001, during interviews with local residents Margaret Abbott, George Ricker, and Helen Ricker, EPA inspector Nathan Wiser was told that a seismic survey was conducted in the East Poplar Oil Field sometime during the middle 1980's. This work likely used either subsurface detonation of dynamite, or vehicles that induced seismic shock waves into the subsurface. shock waves could have fractured the Bear Paw Shale. which, located approximately between 50 and 700 feet below ground surface, forms the geologic formation directly below the Quaternary deposits aquifer. A fractured Bear Paw Shale would impede its natural protection of the underground source of drinking water from contamination originating in deeper formations such as the Judith River formation, Dakota formation, or Madison formation. This is particularly the case since the Judith River formation, located immediately

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below the Bear Paw Shale, was known to be highly pressurized due to its heavy use as an injection zone.

71. In a telephone conversation with a representative of Pioneer Natural Resources USA, Inc. on or about August 28, 2001, EPA representative Nathan Wiser was told that TXO Production Company conducted this seismic survey during the 1980's.

VI FINDINGS OF IMMINENT AND SUBSTANTIAL ENDANGERMENT TO THE QUATERNARY DEPOSITS AQUIFER

72. Respondents or their predecessors have engaged in dumping at least 1,000,000 barrels of produced brine into unlined pits in and around the East Poplar Oil Field. Respondents or their predecessors have operated oil production related appurtenances which leaked. Respondents or their predecessors have spilled oil and produced brine onto the ground surface. These oil production activities resulted in groundwater contamination either from direct emplacement of oil field brine into the Quaternary deposits aquifer or from infiltration of oil field brine into the Quaternary deposits aquifer. Contaminants, including total dissolved solids and benzene are present in, entering, and are likely to continue to enter the Quaternary deposits aquifer.

- 73. The Quaternary deposits aquifer is a USDW as defined at 40 C.F.R. \$144.3. EPA has collected samples of water from water wells at private homes revealing total dissolved solids and benzene contaminants that pose a threat to human health. The USGS has investigated portions of the East Poplar Oil Field and has found wide-spread contamination in the Quaternary deposits aguifer.
- 74. Based upon hydrological and geologic data, the direction of groundwater flow in the affected area is toward the City of Poplar and its public water supply wells, thereby threatening any PWS used by persons in and around the City of Poplar, Montana.
- 75. EPA has determined that Respondents' oil production practices and/or equipment have caused or contributed and/or are continuing to cause or contribute to the endangerment of a USDW.
- 76. There is an imminent and substantial endangerment to persons in and around the East Poplar Oil Field and in the City of Poplar, Montana.
- VII OTHER PREREQUISITES TO ISSUE AN EMERGENCY
 ADMINISTRATIVE ORDER UNDER THE SAFE DRINKING WATER
 ACT SECTION 1431
- 77. EPA consulted with local authorities, the Assiniboine

and Sioux Tribes of the Fort Peck Reservation, prior to issuing this Order. The Tribes have not taken an action to address the issues identified in this Order and support this action.

- 78. The State of Montana has been consulted by EPA. The State has not taken an action to address the issues identified in this Order.
- 79. EPA, therefore, finds that the actions ordered below are authorized under Section 1431 of the Act, 42 U.S.C. \$300(i), and are necessary in order to protect the health of persons.

VIII EMERGENCY ADMINISTRATIVE ORDER

Based upon the foregoing findings of fact, Respondents are hereby ordered, (a) for a minimum of five (5) years from the effective date of this Order, to provide complete domestic use home replacement water meeting primary drinking water standards to homesites listed in Paragraph 82, Table 1, at no cost to the owners and/or residents in each such homesite, in an amount of at least 125 gallons per person per day, except the volume may be different as provided for in Paragraph 83, (b) to identify and monitor the leading edge(s) of the contaminant plume and assess the threat to any PWS used

by persons in and around the City of Poplar, Montana, and (c) to submit documents specified below. In order to achieve these outcomes, Respondents are ordered to complete the three actions described in the ensuing Paragraphs and shall do so according to the schedule and following the procedures set forth in the ensuing Paragraphs.

81. Approval Process: For each PLAN requiring EPA approval under this Order, the following submission and approval process shall occur. (a) Respondents shall submit an initial draft of the Plan to EPA at the address in Paragraph 91 of this Order. (b) EPA shall, within 30 days of receipt of said Plan, either approve the Plan or submit written comments on the Plan to Respondents. (c) Respondents, shall, within 30 days of receipt of EPA's comments on the Plan or approval of the Plan, address EPA's comments or implement the Plan accordingly. If a deadline passes due to EPA's failure to timely submit comments, Respondents shall not be held accountable for such time beyond the deadline accrued due to EPA's failure to timely submit comments. If a deadline passes due to Respondents' failure or refusal to address one or more EPA comment, as determined solely by EPA, Respondents shall be

considered to be in violation of this Order.

ACTION 1. DOMESTIC USE WATER REPLACEMENT AT HOME SITES

82. Respondents shall submit to EPA within 7 days of the effective date of this Order, a commitment to a conceptual plan which, when implemented, shall convey water meeting all primary drinking water standards (40 C.F.R. Part 141, Subpart G) to the addresses in Table 1 in this paragraph. Further, within 30 days of the effective date of this Order, Respondents shall submit to EPA for approval, at the address found in Paragraph 91, a DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN, the implementation of which shall convey water meeting all primary drinking water standards (40 C.F.R. Part 141, Subpart G) to the addresses in Table 1 in this paragraph. The DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall include provisions that ensure that each homesite in Table 1 in this paragraph will have water delivered, for domestic use, directly to the piping in each home for at least five (5) years, such that all pipes in use inside the home shall convey this alternative water, including, as found, water pipes in the homes' kitchens, bathrooms, work rooms, utility rooms, laundry rooms, basements, and outside spigots. The DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall

ensure that alternative water so delivered will be routed through the homes' water heater. Except as allowed for in Paragraph 83, the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall ensure that the yield of domestic use water at each home is, at a minimum, 125 gallons per person per day. If the current residents at each homesite shown in Table 1 in the paragraph have changed, that shall not affect Respondents' obligation to deliver the replacement water. For at least five (5) years, while Respondents are implementing the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN, no homesite owner and/or resident shall be required to pay for any portion of this water replacement.

Modifications extending deadlines in this paragraph shall be permissible only with EPA written approval.

TABLE 1									
Current Resident	City	State	Residence Address	Sec	Twp	Rge			
Kohl, Danny	Poplar	мт							
Lien, Birdell	Poplar	MT							
Zimmerman, Bill	Poplar	MT							
Abbott, Joe	Poplar	MT							
Kirn, Audrey	Poplar	мт							
Kim, Michael	Poplar	мт							
Gray Hawk, Rachel	Poplar	мт							
Trottier, Tim & Donna	Poplar	мт							
Lockman, Lyle	Poplar	мт							
Four Bears, Charles	Poplar	мт							
Martell, Rene & Josi	Poplar	мт							
Ricker Sr., George & Helen	Poplar	мт							
Bleazard, Ross & Laura	Poplar	мт							
Whitmer, Warren & Donna	Poplar	мт							
Loegering, Mavis	Poplar	мт							
Kim Sr., Jesse	Poplar	мт							
Grandchamp, Denise	Poplar	мт							
Grainger, Trivian	-Poplar	мт							
Grainger, Iva	Poplar	мт							
Ranf, Marie and Corne, Warren	Poplar	мт							

83. If and only if the DOMESTIC USE HOMESITE WATER

REPLACEMENT PLAN method for water replacement involves

periodic delivery by truck or other remote conveyance

(i.e. not a pipeline from a PWS), Respondents shall

adjust the water delivery volume to each homesite as

each homesite's domestic use water needs become known

to Respondents. This shall include adjustments made as seasons change and domestic water use patterns change, and shall include adjustments made in response to any change in the number of inhabitants at each homesite.

84. Initial implementation of the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall occur within 30 days of its final approval by EPA. Initial implementation, for the purpose of this paragraph, means that one homesite in Paragraph 82, Table 1 shall be fully equipped with domestic use replacement water. Final implementation of the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall occur within 90 days of its approval by EPA. Final implementation, for the purpose of this paragraph, means that all homesites in Paragraph 82, Table 1, have been fully equipped with domestic use replacement water. Final implementation also means that water is conveyed to the homesites in Paragraph 82, Table 1, at no cost to them. Modifications extending this schedule shall be permissible only with EPA written approval. Subtractions from the list of homesites found in Paragraph 82, Table 1 shall be permissible only with EPA written approval. Additions to Paragraph 82, Table 1 shall take place at the discretion of EPA, upon learning that additional

homesites found in and around the East Poplar Oil Field with private water supply wells drawing from the Quaternary deposits aquifer have been or are likely to become contaminated with oil field brine and/or hydrocarbons associated with oil and gas production from the East Poplar Oil Field. Additions to the list of homesites found in Paragraph 82, Table 1 will take place as follows. (a) EPA shall write to Respondents with the name and location of the additional homesite(s). (b) Respondents shall, within 30 days receipt of EPA's written notice, ensure that the homesite(s) added shall have replacement water meeting the standards and in the abundance set forth in Paragraph 82.

ACTION 2. PUBLIC WATER SUPPLY (PWS) WELL THREAT STUDY PLAN

85. Respondents shall, within 14 days of the effective date of this Order, submit to EPA at the address in Paragraph 91 for approval, a PWS WELL THREAT STUDY PLAN, the implementation of which shall assess the degree to which all public water supply (PWS) wells used by persons in and around the City of Poplar are threatened by migration of the contaminants at the East Poplar Oil Field. The PWS WELL THREAT STUDY PLAN shall include, at a minimum, the following elements: (a)

electro-magnetic study, or other remote sensing methods, to identify and locate the leading edges of the contaminant plume closest to PWS wells in and around the City of Poplar, (b) groundwater samples, collected quarterly for a minimum of five (5) years, from either existing wells or newly drilled wells screened in the Quaternary deposits aguifer located between the contaminant plume leading edge as mapped by the USGS in 1997 (T28N, R51E, S28) and the City of Poplar, and (c) a calculation of the direction of groundwater flow in the area studied, a calculation of the rate of groundwater movement in the area studied, and a calculated estimate of the amount of time that will pass before the first PWS well will become contaminated along with the name and location of that public water supply well. The electro-magnetic study or other remote sensing method employed shall be able to distinguish between contaminated and uncontaminated groundwater sufficiently precisely that contour lines can be drawn with the total dissolved solids content of the groundwater mapped in gross detail, distinguishing between uncontaminated, mildly contaminated, and very contaminated groundwater. Respondents shall submit a report of the electro-magnetic study or other remote

sensing method employed to EPA at the address in Paragraph 91. This report shall include maps of the results, including contoured lines showing the leading edges of the plume and its closest approach to the City of Poplar. The number of groundwater monitoring wells to be used in the PWS WELL THREAT STUDY PLAN shall be a minimum of six (6) wells, with the final count, location, and depth to be determined during EPA's approval of said PLAN. Analysis of samples collected from each groundwater monitoring well shall include, at a minimum, static water level, pH, TDS, dissolved chloride, dissolved sodium, dissolved calcium, dissolved potassium, dissolved carbonate, dissolved bicarbonate, dissolved magnesium, dissolved sulfate, benzene, toluene, ethylbenzene and total xylenes. Methods used to analyze the samples shall meet or exceed the method detection limits specified in Paragraph 85, Table 2. While implementing the PWS WELL THREAT STUDY PLAN, Respondents shall submit to EPA at the address in Paragraph 91 the analytical results of samples collected at each groundwater monitoring well within 60 days of each sampling event, as well as a report discussing the results of sampling.

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	TABLE 2	
Analyte Parameter	Method Detection Limit	Units
Static water level	0.1	foot
рН	0.1	pH unit
TDS.	10	mg/l
CI	10	mg/l
Na	10	mg/l
Mg	10	mg/l
K	10	mg/l
CO3	10	mg/l
HCO3	10	mg/l
SO4	10	·mg/l
Ca	10	mg/l
Benzene	0.05	mg/l
Toluene	0.05	mg/l
Ethylbenzene	0.05	mg/l .
Total xylenes	0.05	mg/l

86. Initial implementation of the PWS WELL THREAT STUDY shall occur within 30 days of its final approval by EPA. Initial implementation, for the purpose of this paragraph, means the electro-magnetic or other remote sensing technique shall have been initiated on the ground, with data collection underway, excluding groundwater monitoring. Intermediate implementation of the PWS WELL THREAT STUDY shall occur within 90 days of its final approval by EPA or by June 30, 2002,

whichever comes earlier. Intermediate implementation, for the purpose of this paragraph, means that the complete collection of all electro-magnetic data or other remotely sensed data, and the first set of water samples from groundwater monitoring wells, shall be completed, with the data results submitted to EPA at the address in Paragraph 91. Final implementation of the PWS WELL THREAT STUDY shall occur within five (5) years of its final approval by EPA or by June 30, 2007, whichever comes earlier. Final implementation, for the purpose of this paragraph, means that all intermediate implementation has occurred and at least five (5) years' worth of quarterly samples have been completed and submitted to EPA as well as a final report summarizing the results of all work done under the EPAapproved PWS WELL THREAT STUDY. Modifications extending this schedule shall be permissible only with EPA written approval.

ACTION 3. DOCUMENT SUBMISSION

- 87. Respondents shall, within 90 days of the effective date of this Order, submit to EPA at the address in Paragraph 91, a single copy of all documents in their possession relating to the following:
 - All groundwater monitoring sample results,

wellbore descriptions, diagrams of wells, or maps of wells from locations in (1) T28N, R50E; (2) T29N, R50E; (3) T28N, R51E; (4) T29N, R51E; (5) T27N, R50E; and (6) T27N, R51E.

- either detonated explosives or machines to induce seismic propagating waves between 1951 and the present. This includes, but shall not be limited to, all permits obtained for such a survey, all permit applications for such a survey, depth of any holes dug or drilled for detonating explosives, locations of such holes, amount of explosive charge used in each hole, and the amount of energy imparted to the earth during the seismic survey. Interpretations of the seismic results, to the extent they are considered proprietary, need not be submitted.
- c. For any current or former wells of any kind, current or former tanks, current or former pipelines, or current or former pits located in T28N, R51E, Sections 5, 6, 7, 8, 17, 18, 19, 20, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, and 36, and located in T27N, R51E, Sections 1, 2, 3, 4, 5, and 6 the following information:

Wells:

For each well, submit

- 1. Well name and API identification number
- Well location
- Current well status for each well.
- 4. Well construction information
 - A. Date well drilled
 - B. Date well completed
 - C. Total depth
 - D. Plug back depth
 - E. Drilling record
 - F. Completion record (include diagram)
 - G. Cementing record (including estimated cement tops with assumptions for calculations and cement bond logs)
- 5. Well rework information
 - A. Date of well rework
 - B. Reason for rework (If due to casing leak, location of leak if known)
 - C. Records of well logs and tests performed
 - D. Record of rework
 - E. Date well recommenced injection or production
- 6. Temporarily abandoned (TA) or Shut-in wells information
 - A. Date(s) well shut-in or TA
 - B. Reason for TA or shut-in of well
 - C. Was well shut-in or TA'd with the equipment in the well?
 - D. If not, what equipment was removed and when, (Provide a record of work if possible)
 - E. Is the well capable of resuming injection or production without a rework?
- 7. Well conversion information
 - A. Date(s) well converted from production to injection
 - B. Date(s) well converted from injection to production
 - C. Record of conversion activity
- 8. Plugging and abandonment information
 - A. Plug and abandonment plan
 - B. Plugging record
 - C. Were any problems experienced during the plugging process, involving such things

as pulling of equipment, setting plugs, water flow to surface?

Tanks:

For each tank, include:

- 1. Location of tank
- Tank size (volume) and construction (above ground, below ground, etc.)
- Duration of tank use
- 4. Information on leaking tank bottoms or any other type of tank integrity failure(s)
- 5. Information on spill incidents at or near the tanks and tank batteries, including those from unloading transport trucks into the tanks.

Pipelines:

For each pipeline, submit

- Location of pipeline (identify as surface or subsurface)
- Construction material used in pipeline (i.e. steel, fiberglass, etc.)
- 3. Diameter of pipeline
- 4. Use of pipeline (i.e. what was transmitted through the pipeline)
- 5. Present condition of the pipeline
 - A. Is the pipeline present?
 - B. Is the pipeline buried or above-ground?
 - C. Are there leaks in the pipeline?
- 6. Information on any leaks or spills from pipelines leading to and from the tanks and wells
- 7. Information on pipeline failures on the surface and subsurface.

Pits:

For each pit used for (i) well construction, (ii) oil and gas production, (iii) well workovers, (iv) product and waste storage, or (v) evaporation and disposal of fluid products and wastes, submit

- 1. The location of each pit,
- 2. Usage of each pit,

East Poplar Oil Field Page 54 of 58

- 3. Construction details of pit, including (i) capacity, (ii) height, width, and depth dimensions, (iii) liner used, (iv) other material used in the construction,
- 4. Date pit was constructed,
- 5. Date(s) pit was in use,
- 6. Date pit was abandoned,
- 7. Volume of material placed in pit over its life.
- 8. The type and character of material placed in each pit.
- 88. Paragraph 88, Table 3 summarizes the requirements and schedule for the three actions set forth in Paragraphs 82 through 87.

	TABLE 3										
Paragraph No.	Minimum Requirements			Impleme	ntation Schedule						
Plan Name (Date First Draft Due)		Initial	Minimum Require- ments	Intermediate	Minimum Require- ments	Final	Minimum Requirements				
Paragraph 82 Domestic Use Homesite Water Replacement Plan Conceptual commitment due 7 days from effective date of this Order and detailed Plan due 30 days from effective date of this Order	•125 gallons per person per day per homesite, except if delivered in which case equilibrate water usage with water delivery; • Water meets all primary drinking water standards (40 C.F.R. Part 141, Subpart G); •Water effectively replaces all water in each home for five (5) years	30 days from EPA approval of Plan	At least one homesite has had its water completely replaced	Not applicable	Not applicable	90 days from EPA approval of Plan (except that water must be supplied for at least five (5) years	All homesites in Paragraph 82, Table I have had water completely replaced				
Paragraph 85 PWS Well Threat Study Plan First draft duel 4 days from effective date of this Order	Use electro-magnetic or other remote sensing method to detect contamination; Electro-magnetic or other remote sensing method must be capable of distinguishing levels of contamination; Minimum of six (6) groundwater monitoring wells; Five (5) years of quarterly water samples from groundwater monitoring wells; Calculation of groundwater movement direction, rate of movement, and time until nearest PWS well is impacted by contamination	30 days from EPA approval of Plan	Electro- magnetic or other remote sensing method underway with data being collected in the field, excluding groundwater monitoring	90 days from EPA approval of Plan or June 30, 2002, whichever is earlier	All electro- magnetic or other remote sensing method data has been collected and a report submitted to EPA; 1 set of quarterly water samples has been collected from all groundwater monitoring wells in the Plan and submitted to EPA	Five (5) years from EPA approval of Plan or June 30, 2007, whichever is earlier	•All electro- magnetic or other remote sensing method data has been collected and a report submitted to EPA; •20 sets of quarterly water samples have been collected from all groundwater monitoring wells in the Plan and submitted to EPA with a final report				
Paragraph 87 Document Submission No first draft applicable	•Existing groundwater monitoring results from areas specified •Seismic survey information specified •Well, tank, pit, pipeline data from areas specified	Not applicable	Not applicable	Not applicable	Not applicable	90 days from the effective date of this Order	Submit a single copy to EPA of each applicable record				

89. Respondents shall, within 2 days of the effective date of this Order, telephone EPA at the address in Paragraph 91 and acknowledge receipt of this Order and shall follow up this acknowledgment in writing within 5 days of receipt of this Order.

IX GENERAL PROVISIONS

- 90. All deadlines in this Order specified as days before or after a certain event or requirement are defined as calendar days, unless otherwise stated.
- 91. Unless otherwise specified, all reports and notifications herein required shall be submitted to:

Nathan Wiser
U.S. Environmental Protection Agency
Office of Enforcement, Compliance
and Environmental Justice
Technical Enforcement Program (8ENF-T)
999 18th Street, Suite 300
Denver, Colorado 80202-2466
Telephone (303) 312-6211

92. The provisions of this Order shall apply to and be binding upon Respondents, their officers, directors, agents, successors and assigns. Notice of this Order shall be given to any successors in interest prior to transfer of any of the oil and gas facilities or their operation. Action or inaction of any persons, firms, contractors, employees, agents, or corporations acting under, through or for Respondents, shall not excuse any

failure of Respondents to fully perform their obligations under this Order.

- 93. This Order does not constitute a waiver, suspension, or modification of the requirements of any federal statute, regulation, or condition of any permit issued thereunder, including the requirements of the Safe Drinking Water Act, which remain in full force and effect. Issuance of this Order is not a waiver by EPA to forego any additional administrative, civil, or criminal action(s) otherwise authorized under the Act.
- 94. Violation of any term of this Order may subject
 Respondents to an administrative civil penalty of up to
 \$15,000 for each day in which such violation occurs or
 failure to comply continues, pursuant to \$1431(b) of
 the Act, 42 U.S.C. \$300i(b). In addition, actions or
 omissions which violate any requirements of the SDWA or
 its implementing regulations may subject Respondents to
 a civil penalty of not more than \$27,500 per day per
 violation pursuant to \$1423 of the Act, 42 U.S.C.
 \$300h-2.
- 95. This Emergency Administrative Order is a final agency action by EPA.
- 96. This Emergency Administrative Order is binding on all Respondents, and each Respondent is jointly and

East Poplar Oil Field Page 58 of 58

severally liable hereunder.

97. The effective date of this Order shall be three (3) business days from the date of issuance, not including the day of issuance.

Issued this 20th day of September, 2001.

Comely E. Means

Connally E. Mears, Director
Technical Enforcement Program
Office of Enforcement, Compliance,
and Environmental Justice
United States Environmental Protection
Agency, Region 8

Michael T./Risper, Director

David J. Janik, Supervisory Attorney

Legal Enforcement Program

Office of Enforcement, Compliance, and Environmental Justice United States Environmental Protection

Agency, Region 8

EXHIBIT 1

Summary of Chemical Analytical Results:

East Poplar Oil Field

January 1999 through September 2000

Samples collected and analyzed under the direction of EPA

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	- P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
				DRO = diesel range organic cor	nounds (typical	v C-1 through C-30)	
	 		ļ	dup = duplicate sample	iipodiida (typica:	y 0-1 unough 0-30)	 -
			-	HC = hydrocarbon	 		
	- 			SVOC = semivolatile organic co	magunda		
		 -	<u> </u>	TDS = total dissolved solids (sal			
		 -	 	TPH = total petroleum hydrocar			
				VOC = volatile organic compou			
Abbott Joe	11/09/99	M-2	5540	DRO	<	0.50000	Energy Labs
Abbott Joe	11/09/99	M-2	5540	TDS	 	1,170.00000	Energy Labs
Abbott Joe	11/09/99	M-2	5540	Voc	<	0.00050	Energy Labs
Abbott Joe	01/04/00	M-2	5540	TDS	-	1,260.00000	Region 8
Abbott Joe	01/04/00	M-2	5540	TPH	<	100.00000	Region 8
Abbott Joe	01/04/00	M-2	5540	Voc	<	0.00100	Region 8
Abbott Joe	09/28/00	M-2	5540	DRO	<	0.50000	Energy Labs
Abbott Joe	09/28/00	M-2	5540	SVOC	<	0.00200	Energy Labs
Abbott Joe	09/28/00	M-2	5540	TDS		1,100.00000	Energy Labs
Abbott Joe	09/28/00	M-2	5540	Voc	<	0.00050	Energy Labs
City of Poplar Well 1	09/28/00			DRO	<	. 0.50000	Energy Labs
City of Poplar Well 1	09/28/00			svoc	<	0.00200	Energy Labs
City of Poplar Well 1	09/28/00	· · · ·		TDS		1,050.00000	Energy Labs
City of Poplar Well 1	09/28/00			Total Extractable HC		0.47000	Energy Labs
City of Poplar Well 1	09/28/00			voc	<	0.00050	Energy Labs
City of Poplar Well 2	09/28/00		<u> </u>	DRO	<	0.50000	Energy Labs
City of Poplar Well 2	09/28/00			svoc	<	0.00200	Energy Labs
City of Poplar Well 2	09/28/00		† 	TDS		1,190.00000	Energy Labs
City of Poplar Well 2	09/28/00		† · · · · · · · · · · · · · · · · · · ·	VOC - bromodichloromethane		0.00110	Energy Labs
City of Poplar Well 2	09/28/00			VOC - bromodichloromethane	<u> </u>	0.00096	Energy Labs
City of Poplar Well 2	09/28/00		1	VOC - bromoform		0.00140	Energy Labs
City of Poplar Well 2	09/28/00			VOC - chlorodibromomethane		0.00160	Energy Labs
City of Poplar Well 2	09/28/00			.VOC - chlorodibromomethane	1	0.00044	Energy Labs
City of Poplar Well 2	09/28/00			VOC - chloroform		0.00048	Energy Labs
City of Poplar Well 2	09/28/00		 	VOC - chloroform		0.00130	
City of Poplar Well 3	01/11/00	- 100	† · · · · · · · · · · · · · · · · · · ·	TPH		125.00000	Region 8
City of Poplar Well 3	01/11/00			TPH - dup	 -	193.00000	Region 8
City of Poplar Well 3	01/11/00			VOC - 1,4-dichlorobenzene	†	0.00069	Region 8

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
City of Poplar Well 3	01/11/00			VOC - 1,4-dichlorobenzene		0.00072	Region 8
City of Poplar Well 3	01/11/00		1	VOC - 1,4-dichlorobenzene		0.00058	Region 8
City of Poplar Well 3	01/11/00			VOC - 1,4-dichlorobenzene		0.00098	Region 8
City of Poplar Well 3	01/11/00			VOC - bromodichloromethane		0.00140	Region 8
City of Poplar Well 3	01/11/00			VOC - bromodichloromethane		0.00140	Region 8
City of Poplar Well 3	01/11/00	<u> </u>		VOC - bromodichloromethane		0.00080	Region 8
City of Poplar Well 3	01/11/00			VOC - bromodichloromethane		0.00090	Region 8
City of Poplar Well 3	01/11/00			VOC - bromoform		0.00200	Region 8
City of Poplar Well 3	01/11/00		1	VOC - bromoform		0.00120	Region 8
City of Poplar Well 3	01/11/00	-	İ	VOC - bromoform		0.01650	Region 8
City of Poplar Well 3	01/11/00			VOC - bromoform		0.01720	Region 8
City of Poplar Well 3	01/11/00			VOC - chloroform		0.00070	Region 8
City of Poplar Well 3	01/11/00			VOC - chloroform		0.00070	Region 8
City of Poplar Well 3	01/11/00			VOC - chloroform		0.00060	Region 8
City of Poplar Well 3	01/11/00			VOC - dibromochloromethane		0.00300	Region 8
City of Poplar Well 3	01/11/00			VOC - dibromochloromethane		0.00140	Region 8
City of Poplar Well 3	01/11/00			VOC - dibromochloromethane		0.00310	Region 8
City of Poplar Well 3	01/11/00			VOC - dibromochloromethane		0.00110	Region 8
City of Poplar Well 3	01/11/00			VOC - methylene chloride		0.00110	Region 8
City of Poplar Well 3	01/11/00			VOC - methylene chloride		0.00110	Region 8
City of Poplar Well 3	01/11/00			VOC - methylene chloride		0.00110	Region 8
City of Poplar Well 3	01/11/00			VOC - methylene chloride		0.00120	Region 8
City of Poplar Well 3	09/28/00			DRO	<	0.50000	Energy Labs
City of Poplar Well 3	09/28/00			SVOC	<	0.00200	Energy Labs
City of Poplar Well 3	09/28/00			TDS		1,050.00000	Energy Labs
Corne Butch	11/22/99	M-17	5743	DRO	<	0.50000	Energy Labs
Corne Butch	11/22/99	M-17	5743	TDS -		2,130.00000	Energy Labs
Corne Butch	11/22/99	M-17	5743	VOC	<	0.00050	Energy Labs
Corne Butch	01/04/00	M-17	5743	TDS		2,304.00000	Region 8
Corne Butch	01/04/00	M-17	5743	TPH	<	100.00000	Region 8
Corne Butch	01/04/00	M-17	5743	VOC - 1,4-dichlorobenzene		0.00083	Region 8
Corne Butch	09/20/00	M-17	5743	DRO	<	0.50000	Energy Labs
Corne Butch	09/20/00	M-17	5743	SVOC	<	0.00200	
Corne Butch	09/20/00	M-17	5743	TDS		2,190.00000	
Corne Butch	09/20/00	M-17	5743	VOC - Chloroform		0.00610	Energy Labs
Corne Butch	09/20/00	M-17	5743	VOC - Chloroform dup		0.00550	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/i	Laboratory where analyzed
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - bromodichloromethane		0.00440	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - bromodichloromethane		0.00380	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - bromoform		0.00110	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - bromoform		0.00099	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - chlorodibromomethane		0.00280	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - chlorodibromomethane		0.00330	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - chloroform	·	0.00440	Energy Labs
Equipment Blank w/PSA Building water - Ft. Peck Tribe	01/27/99			VOC - chloroform		0.00440	Energy Labs
Four Bear Charles	11/09/99	M-24	5678	DRO	<	0.50000	Energy Labs
Four Bear Charles	11/09/99	M-24	5678	TDS		14,300.00000	Energy Labs
Four Bear Charles	11/09/99	M-24	5678	VOC - Chloroform		0.00037	Energy Labs
Four Bear Charles	01/03/00	M-24	5678	TPH	<	100.00000	Region 8
Four Bear Charles	01/03/00	M-24	5678	VOC - 1,4dichlorobenzene		0.00068	Region 8
Four Bear Charles	09/20/00	M-24	5678	DRO	<	0.50000	Energy Labs
Four Bear Charles	09/20/00	M-24	5678	SVOC	<	0.00200	Energy Labs
Four Bear Charles	09/20/00	M-24	5678	TDS		17,000.00000	Energy Labs
Four Bear Charles	09/20/00	M-24	5678	VOC	<	0.00050	Energy Labs
Grainger Iva	11/10/99	M-53	5128	DRO	<	0.50000	
Grainger Iva	11/10/99	M-53	5128	TDS		1,840.00000	Energy Labs
Grainger Iva	11/10/99	M-53	5128	VOC	< .	0.00050	
Grainger Iva	01/04/00	M-53	5128	TDS		1,646.00000	
Grainger Iva	01/04/00	M-53	5128	TPH	<	100.00000	
Grainger Iva	01/04/00	M-53	5128	VOC - 1,4-dichlorobenzene		0.00059	Region 8

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Grainger Iva	09/28/00	M-53	5128	DRO	<	0.50000	Energy Labs
Grainger Iva	09/28/00	M-53	5128	SVOC	<	0.00200	Energy Labs
Grainger Iva	09/28/00	M-53	5128	TDS		1,370.00000	Energy Labs
Grainger Iva	09/28/00	M-53	5128	VOC	<	0.00050	Energy Labs
Grainger Trivian	01/04/00	M-38	5957	TDS		2,790.00000	Region 8
Grainger Trivian	01/04/00	M-38	5957	TPH	<	100.00000	Region 8
Grainger Trivian	01/04/00	M-38	5957 .	VOC - 1,4-dichlorobenzene		0.00075	Region 8
Grainger Trivian	09/29/00	M-38	5957	DRO	<	0.50000	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	DRO.	<.	0.50000	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	svoc	<	0.00200	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	svoc	<	0.00200	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	TDS	1	2,740.00000	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	TDS	1	2,660.00000	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	voc	<	0.00050	Energy Labs
Grainger Trivian	09/29/00	M-38	5957	VOC	<	0.00050	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	DRO	<	0.00050	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	DRO	<	0.50000	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	TDS		2,590.00000	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	TDS		2,640.00000	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	VOC	<	0.00050	Energy Labs
Grainger Trivian	11/09 + 17/99	M-38	5957	VOC - Chloroform		0.00057	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	DRO	<	0.50000	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	DRO	<	0.50000	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	TDS		2,740.00000	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	TDS		2,520.00000	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	VOC - Chloroform		0.00038	Energy Labs
Grandchamp Denise	· 11/09/99	M-36	5947	VOC - Chloroform		0.00041	Energy Labs
Grandchamp Denise	11/09/99	M-36	5947	VOC - Toluene		0.00067	Energy Labs
Grandchamp Denise	01/04/00	M-36	5947	TDS		2,643.00000	Region 8
Grandchamp Denise	01/04/00	M-36	5947	ТРН	<	100.00000	Region 8
Grandchamp Denise	01/04/00	M-36	5947	VOC - 1,4-dichlorobenzene		0.00070	Region 8
Grandchamp Denise	09/29/00	M-36	5947	DRO	<	0.50000	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	DRO	<	0.50000	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	SVOC	<	0.00200	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	SVOC	<	0.00200	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	TDS		2,640.00000	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	TDS		2,690.00000	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Grandchamp Denise	09/29/00	M-36	5947	VOC	<	0.00050	Energy Labs
Grandchamp Denise	09/29/00	M-36	5947	VOC .	<	0.00050	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	DRO	<	0.50000	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	DRO	<	0.50000	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	TDS		1,730.00000	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	TDS		1,750.00000	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	VOC	<	0.00050	Energy Labs
Hendrickson Roman	11/09/99	M-32	5866	VOC	~	0.00050	Energy Labs
Hopkins Shannon	11/09/99	M-15	5647	DRO	<	0.50000	Energy Labs
Hopkins Shannon	11/09/99	M-15	5647	TDS		8,350.00000	Energy Labs
Hopkins Shannon	11/09/99	M-15	5647	VOC - Chloroform		0.00036	Energy Labs
Hopkins Shannon	11/09/99	M-15	5647	VOC - Naphthalene		0.00042	Energy Labs
Hopkins Shannon	01/03/00	M-15	5647	TPH	<	100.00000	Region 8
Hopkins Shannon	09/20/00	M-15	5647	DRO	<	0.50000	Energy Labs
Hopkins Shannon	09/20/00	M-15	5647	SVOC	<	0.00200	Energy Labs
Hopkins Shannon	09/20/00	M-15	5647	TDS		9,850.00000	Energy Labs
Hopkins Shannon	09/20/00	M-15	5647	VOC - Naphthlalene		0.00039	Energy Labs
Injection Well - Huber #5D	09/29/00		ľ	DRO		28,00000	Energy Labs
Injection Well - Huber #5D	09/29/00		Ì	DRO		38.00000	Energy Labs
Injection Well - Huber #5D	09/29/00			SVOC	<	0.04000	Energy Labs
Injection Well - Huber #5D	09/29/00			SVOC	<	0.04000	Energy Labs
Injection Well - Huber #5D	09/29/00			TDS		87,500.00000	Energy Labs
Injection Well - Huber #5D	09/29/00			TDS		85,900.00000	Energy Labs
Injection Well - Huber #5D	09/29/00			Total Extractable HC		39.00000	Energy Labs
Injection Well - Huber #5D	09/29/00			Total Extractable HC		53.00000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - 1,2,4-trimethylbenzene		0.07000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - 1,2,4-trimethylbenzene		0.08700	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - 1,3,5-trimethylbenzene		0.02800	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - 1,3,5-trimethylbenzene		0.02200	Energy Labs
Injection Well - Huber #5D	09/29/00	_		VOC - benzene		1.76000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - benzene		1.75000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - ethylbenzene		0.15000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - ethylbenzene		0.18100	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - isopropylbenzene		0.01100	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - isopropylbenzene		0.00840	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - n-propyibenzene		0.01500	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - n-propylbenzene		0.01900	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Injection Well - Huber #5D	09/29/00			VOC - naphthalene		0.03600	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - naphthalene		0.03400	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - toluene		1.83000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - toluene		1.86000	Energy Labs
Injection Well - Huber #5D	09/29/00			VOC - xylene total		0.54600	Energy Labs
Injection Well - Huber #5D	09/29/00	-		VOC - xylene total		0.46500	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		DRO		49.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		DRO		51.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		SVOC - bis(2-ethylhexyl) phthalate	·	0.05300	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		SVOC - bis(2-ethylhexyl) phthalate		0.04900	Energy Labs
Injection Well - Murphy #	09/29/00	Murphy 1D		TDS		120,000.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		TDS		120,000.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		Total Extractable HC		65.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D	-	Total Extractable HC		67.00000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - 1,2,4-trimethylbenzene		0.05600	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - 1,3,5-trimethylbenzene		0.01900	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - 1,3,5-trimethylbenzene		0.01900	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - benzene		1.71000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - benzene		. 1.67000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - ethylbenzene		0.11500	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - ethylbenzene		0.12200	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - isopropylbenzene		0.00710	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - isopropyibenzene		0.00660	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - n-propylbenzene		0.01300	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - n-propylbenzene		0.01200	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - naphthalene		0.02300	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D	•	VOC - naphthalene		0.02300	Energy Labs .
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - toluene		1.53000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - toluene		1.53000	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - xylene total		0.39600	Energy Labs
Injection Well - Murphy # 1D	09/29/00	Murphy 1D		VOC - xylene total		0.14600	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	DRO	<	0.5000	Energy Labs
Kirn Audrey	11/02/99	M-3	5584`	DRO	<	0.50000	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	TDS		2,390.00000	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	TDS		2,460.00000	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	VOC	<	0.00050	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	VOC - 1,4 Dichlorobenzene		0.00082	Energy Labs
Kirn Audrey	11/02/99	M-3	5584	VOC - 1,4 Dichlorobenzene dup		0.00094	Energy Labs
Kirn Audrey	01/04/00	M-3	5584	TDS .		2,520.00000	Region 8
Kirn Audrey	01/04/00	M-3	5584	TPH	<	100.00000	Region 8
Kirn Audrey	01/04/00	M-3	5584	VOC - 1,4-dichlorobenzene	1	0.00119	Region 8
Kirn Audrey	.09/21/00	M-3	5584	DRO	<	0.50000	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	DRO	<	0.50000	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	svoc	<	0.00200	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	svoc	<	0.00200	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	TDS	 	2,460.00000	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	TDS		2,470.00000	Energy Labs
Kirn Audrey	09/21/00	M-3	5584	VOC	<	0.00050	
Kirn Audrey	09/21/00	M-3	5584	voc	<	0.00050	
Kirn Jesse	11/10/99	M-34	6037	DRO	<	0.50000	

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Kirn Jesse	11/10/99	.M-34	6037	TDS		761.00000	Energy Labs
Kirn Jesse	11/10/99	M-34	6037	VOC	<	0.00050	Energy Labs
Kirn Jesse	11/22/99	M-34	6037	DRO	<	0.50000	Energy Labs
Kirn Jesse	11/22/99	M-34	6037	TDS	†	770.00000	Energy Labs
Kirn Jesse	01/03/00	M-34	6037	TPH	<	100.00000	Region 8
Kirn Jesse	09/20/00	M-34	6037	DRO .	<	0.50000	Energy Labs
Kirn Jesse	09/20/00	M-34	6037	SVOC	<	0.00200	Energy Labs
Kirn Jesse	09/20/00	M-34	6037	TDS	† 	785.00000	Energy Labs
Kirn Jesse	09/20/00	M-34	6037	voc	<	0.00050	Energy Labs
Kirn Michael .	11/02/99	M-13	5632	DRO	<	0.50000	Energy Labs
Kirn Michael	11/02/99	M-13	5632	DRO	<	0.50000	Energy Labs
Kirn Michael	11/02/99	M-13	5632	TDS		5,120.00000	Energy Labs
Kirn Michael	11/02/99	M-13	5632	TDS		4,900.00000	Energy Labs
Kirn Michael	11/02/99	M-13	5632	voc	<	0.00050	Energy Labs
Kirn Michael	11/02/99	M-13	5632	voc	<	0.00050	Energy Labs
Kirn Michael	01/04/00	M-13	5632	TDS		5,058.00000	Region 8
Kirn Michael	01/04/00	M-13	5632	TPH	<	100.00000	Region 8
Kirn Michael	01/04/00	M-13	5632	TPH - dup	< ,	100.00000	Region 8
Kirn Michael	01/04/00	M-13	5632	VOC - 1,4-dichlorobenzene		0.00050	Region 8
Kirn Michael	09/21/00	M-13	5632	DRO	<	0.50000	Energy Labs
Kirn Michael	09/21/00	M-13	5632	DRO	<	0.50000	Energy Labs .
Kirn Michael	09/21/00	M-13	5632	svoc	<	0.00200	Energy Labs
Kirn Michael	09/21/00	M-13	5632	svoc	<	0.00200	Energy Labs
Kirn Michael	09/21/00	M-13	5632	TDS		5,070.00000	Energy Labs
Kirn Michael	09/21/00	M-13	5632	VOC	<	0.00050	Energy Labs
Kirn Michael	09/21/00	M-13	5632	TDS		5,860.00000	Energy Labs
Kirn Michael	09/21/00	M-13	. 5632	VOC · ····	<	0.00050	Energy Labs
Kirn Michael	09/21/00	M-13	5632	VOC - dup	<	0.00050	Energy Labs
Kohl Danny	11/02/99	M-52	5097	DRO	<	0.50000	Energy Labs
Kohl Danny	11/02/99	M-52	5097	TDS		1,610.00000	
Kohl Danny	11/02/99	M-52	5097	VOC	<	0.00050	Energy Labs
Kohl Danny	01/04/00	M-52	5097	TPH	<	100.00000	Region 8
Kohl Danny	01/04/00	M-52	5097	VOC - 1,4-dichlorobenzene	1	0.00061	Region 8
Kohl Danny	09/20/00	M-52	5097	DRO	<	0.50000	Energy Labs
Kohl Danny	09/20/00	M-52	5097	svoc	<	0.00200	Energy Labs
Kohl Danny	09/20/00	M-52	5097	TDS	1	1,580.00000	
Kohl Danny	09/20/00	M-52	5097	VOC	<	0.00050	

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results In mg/l	Laboratory where analyzed
Lien Birdell	11/09/99	W-3	4849	DRO	<	0.50000	Energy Labs
Lien Birdell	11/09/99	W-3	4849	TDS		820.00000	Energy Labs
Lien Birdell	11/09/99	W-3	· · 4849	VOC - Chloroform		0.00051	Energy Labs
Lien Birdell	11/22/99	W-3	4849	DRO	<	0.50000	Energy Labs
Lien Birdell	11/22/99	W-3	4849	TDS		850.00000	Energy Labs ·
Lien Birdell	11/22/99	W-3	4849	VOC	<	0.00050	Energy Labs
Lien Birdell	01/04/00	W-3	4849	TDS		971.00000	Region 8
Lien Birdell	01/04/00	W-3	4849	TPH	<	100,00000	Region 8
Lien Birdell	01/04/00	W-3	4849	VOC - 1,4-dichlorobenzene		0.00060	Region 8
Lien Birdell	09/20/00	W-3	4849 ·	DRO	<	0.50000	Energy Labs
Lien Birdell	09/20/00	W-3	4849	DRO	<	0.50000	Energy Labs
Lien Birdell	09/20/00	W-3	4849	SVOC	<	0.00200	Energy Labs
Lien Birdell	09/20/00	W-3	4849	SVOC	<	0.00200	Energy Labs
Lien Birdell	09/20/00	W-3	4849	TDS		849.00000	Energy Labs
Lien Birdell	09/20/00	W-3	4849	TDS		878.00000	Energy Labs
Lien Birdell	09/20/00	W-3	4849	voc	<	0.00050	Energy Labs
Lien Birdell	09/20/00	W-3	4849	VOC	<	0.00050	Energy Labs
Lockman Lyle 'Curty'	11/09/99	M-30	5715	DRO	<	0.50000	Energy Labs
Lockman Lyle 'Curly'	11/09/99	M-30	5715	DRO	<	0.50000	Energy Labs
Lockman Lyle 'Curly'	11/09/99	M-30	5715	TDS		1,630.00000	Energy Labs
Lockman Lyle 'Curly'	11/09/99	M-30	5715	TDS		1,770.00000	Energy Labs
Lockman Lyle 'Curly'	11/09/99	M-30	5715	VOC	<	0.00050	Energy Labs
Lockman Lyle 'Curly'	11/09/99	M-30	5715	VOC - Chloroform		0.00030	Energy Labs
Lockman Lyle 'Curly'	01/03/00	M-30	5715	TDS		1,915.00000	Region 8
Lockman Lyle 'Curly'	01/03/00	M-30	5715	TDS		1,828.00000	Region 8
Lockman Lyle 'Curly'	01/03/00	M-30	5715	TPH	<	100.00000	Region 8
Lockman Lyle 'Curly'	- 01/03/00	M-30	5715	TPH ,	<	100.00000	Region 8
Lockman Lyle 'Curly'	01/03/00	M-30	5715	VOC - 1,4-dichlorobenzene		0.00057	Region 8
Lockman Lyle 'Curly'	09/20/00	M-30	5715	DRO	<	0.50000	Energy Labs
Lockman Lyle 'Curly'	09/20/00	M-30	5715	DRO	<	0.50000	Energy Labs
Lockman Lyle 'Curly'	09/20/00	M-30	5715	SVOC	<	0.00200	Energy Labs
Lockman Lyle 'Curly'	09/20/00	M-30	5715	SVOC	<	0.00200	Energy Labs
Lockman Lyle 'Curly'	09/20/00	M-30	5715	TDS		1,710.00000	
Lockman Lyle 'Curly'	09/20/00	M-30	5715	TDS		1,880.0000	Energy Labs
Lockman Lyle 'Curly'	09/20/00	M-30	5715	VOC	<	0.00050	Energy Labs
Lockman Lyle 'Curty'	09/20/00	M-30	5715	VOC	<	0.00050	
Loegering Mavis	11/09/99	M-33	5910	DRO	<	0.50000	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Loegering Mavis	11/09/99	M-33	5910	TDS		435.00000	Energy Labs
Loegering Mavis	11/09/99	M-33	5910	VOC	<	0.00050	Energy Labs
Loegering Mavis	01/03/00	M-33	5910	TDS		467.00000	Region 8
Loegering Mavis	01/03/00	M-33	5910	TPH	< ·	100.00000	Region 8
Loegering Mavis	01/03/00	M-33	5910	VOC - 1,4-dichlorobenzene		0.00072	Region 8
Loegering Mavis	09/21/00	M-33	5910	DRO	<	0.50000	Energy Labs
Loegering Mavis	09/21/00	M-33	5910	SVOC	<	0.00200	Energy Labs
Loegering Mavis	09/21/00	M-33	5910	TDS		433.00000	Energy Labs
Loegering Mavis	09/21/00	M-33	5910	voc	<	0.00050	Energy Labs
Martell Rene Youpee Josi	11/09/99	M-22	5666	DRO	<	0.50000	Energy Labs
Martell Rene Youpee Josi	11/09/99	M-22	5666	TDS		14,600.00000	Energy Labs
Martell Rene Youpee Josi	11/09/99	M-22	5666	VOC - Chloroform		0.00028	Energy Labs
Martell Rene Youpee Josi	01/03/00	M-22	5666	TPH	<	100.00000	Region 8
Martell Rene Youpee Josi	01/03/00	M-22	5666	VOC - 1,4-dichlorobenzene		0.00058	Region 8
Martell Rene Youpee Josi	09/20/00	M-22	5666	DRO	<	0.50000	Energy Labs
Martell Rene Youpee Josi	09/20/00	M-22	5666	svoc	<	0.00200	Energy Labs
Martell Rene Youpee Josi	09/20/00	M-22	5666	TDS		16,100.00000	Energy Labs
Martell Rene Youpee Josi	09/20/00	M-22	5666 ·	VOC	<	0.00050	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/21/99			VOC - 1,4-dichlorobenzene		. 0.00049	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - 1,4-dichlorobenzene		0.00046	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - bromodichloromethane		0.00420	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - bromodichloromethane		0.00390	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - bromoform		0.00140	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - bromoform		0.00120	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99		_	VOC - chlorodibromomethane		0.00290	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/2//99			VOC - chlorodibromomethane		0.00300	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/27/99			VOC - chloroform		0.00420	Energy Labs
PSA Building raw water - Ft . Peck Tribe	01/27/99			VOC - chloroform		0.00400	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
QAQC	01/04/00	•	5632	VOC - 1,4-dichlorobenzene		0.00061	Region 8
QAQC Blank	12/02/99			TDS	<	5.00000	Region 8
QAQC Trip Blank	01/28/99			voc	<	0.00050	Energy Labs
QAQC Trip Blank	11/02/99			VOC	<	0.00050	Energy Labs
QAQC Trip Blank	12/23/99			VOC	< .	0.00100	Energy Labs
QAQC Trip Blank	09/20/00			VOC	<	0.00050	Energy Labs
QAQC Trip Blank Huber # 5D	09/29/00			voc	<	0.00050	Energy Labs
QAQC Trip Blank Murphy # 1D	09/29/00			voc	<	0.00050	Energy Labs
Richards Trish Travis	11/17/99		5021	DRO	<	0.50000	Energy Labs
Richards Trish Travis	11/17/99	<u> </u>	5021	DRO	<	0.50000	Energy Labs
Richards Trish Travis	11/17/99		5021 .	TDS		1,860.00000	Energy Labs
Richards Trish Travis .	11/17/99		5021	TDS	<	0.00050	Energy Labs
Richards Trish Travis	11/17/99		5021	TDS		1,990.00000	Energy Labs
Richards Trish Travis	11/17/99		5021	voc	<	0.00050	Energy Labs
Richards Trish Travis	01/04/00	·	5021	TDS		1,986.00000	Region 8
Richards Trish Travis	01/04/00		5021	TPH	<	100.00000	Region 8
Richards Trish Travis	01/04/00		5021	VOC - 1,4-dichlorobenzene		0.00058	Region 8
Ricker George Helen	03/11/99	M-25	5712	DRO	<	0.50000	Energy Labs
Ricker George Helen	06/30/99	M-25	5712	DRO	<	0.50000	. Energy Labs
Ricker George Helen	06/30/99	M-25	5712	TDS		4,890.00000	Energy Labs
Ricker George Helen	06/30/99	M-25	5712	VOC	<	0.00050	Energy Labs
Ricker George Helen	11/09/99	M-25	5712	DRO	<	0.50000	Energy Labs
Ricker George Helen	11/09/99	M-25	5712	TDS		4,450.00000	Energy Labs
Ricker George Helen	11/09/99	M-25	5712	VOC	<	0.00050	Energy Labs
Ricker George Helen	01/03/00	M-25	5712	TPH .	<	100.00000	Region 8
Ricker George Helen	01/03/00	M-25	5712	VOC - 1,4-dichlorobenzene		0.00056	Region 8
Ricker George Helen	09/21/00	M-25	5712	DRO .	<	0.50000	Energy Labs
Ricker George Helen	09/21/00	M-25	5712	SVOC	<	0.00200	Energy Labs
Ricker George Helen	09/21/00	M-25	5712	SVOC - dup	<	0.00200	Energy Labs
Ricker George Helen	09/21/00	M-25	5712	TDS		5,840.00000	3,
Ricker George Helen	09/21/00	M-25	5712	VOC	<	0.00050	
Trottier Tim	01/27/99	M-29	5713	Benzene		0.07800	Energy Labs
Trottier Tim	01/27/99	M-29	5713	Benzene		0.05800	
Trottier Tim	01/27/99	M-29	5713	Methylene chloride		0.00170	0,
Trottier Tim	01/27/99	M-29	5713	Methylene chloride		0.00180	Energy Labs

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Trottier Tim	03/11/99	M-30	5712	DRO	<	0.50000	Energy Labs
Trottier Tim	03/11/99	M-30	5712	VOC	<	0.00050	Energy Labs
Trottier Tim	06/30/99	M-30	5712	DRO	<	0.50000	Energy Labs
Trottier Tim	06/30/99	. M-30	5712	TDS		1,850.00000	Energy Labs
Trottier Tim	06/30/99	M-30	5712	VOC	<	0.00050	Energy Labs
Trottier Tim	11/09/99	M-30	5713	Chloroform		0.00036	Energy Labs
Trottier Tim	11/09/99	M-30	5713	DRO	<	0.50000	Energy Labs
Trottier Tim	11/09/99	M-30	5713	DRO	<	0.50000	Energy Labs
Trottier Tim	11/09/99	M-30	5713	TDS	†	1,840.00000	Energy Labs
Trottier Tim	11/09/99	M-30	5713	TDS	1	1,820.00000	Energy Labs
Trottier Tim	11/22/99	M-30	5713	DRO	<	0,50000	Energy Labs
Trottier Tim	11/22/99	M-30	5713	TDS	† · · · †	1,620.00000	Energy Labs
Trottier Tim	11/22/99	M-30	5713	voc	<	0.00050	Energy Labs
Trottier Tim	01/03/00	M-30	5713	TDS		1,767.00000	Region 8
Trottier Tim	01/03/00	M-30	5713	TDS		1,964.00000	Region 8
Trottier Tim	01/03/00	M-30	5713	ТРН	<	100.00000	Region 8
Trottier Tim	01/03/00	M-30	5713	TPH	<	100.00000	Region 8.
Trottier Tim	01/03/00	M-30	5713	VOC - 1,4-dichlorobenzene		0.00101	Region 8
Trottier Tim	09/29/00	M-30	5713	DRO	<	0.50000	Energy Labs
Trottier Tim	09/29/00	M-30	5713	DRO	<	0.50000	Energy Labs
Trottier Tim	09/29/00	M-30	5713	SVOC	<	0.00200	Energy Labs
Trottier Tim	09/29/00	M-30	5713	SVOC	<	0.00200	Energy Labs
Trottier Tim	09/29/00	M-30	5713	TDS ·		1,760.00000	Energy Labs
Trottier Tim	09/29/00	M-30	5713	TDS		1,820.00000	Energy Labs
Trottier Tim	09/29/00	M-30	5713	VOC	<	0.00050	Energy Labs
Trottier Tim	09/29/00.	M-30	5713	VOC	< .	0.00050	Energy Labs
Whitmer Donna Warren	03/11/99	_	58702	DRO	<	0.50000	Energy Labs
Whitmer Donna Warren	03/11/99		58702	VOC	<	0.00050	Energy Labs
Whitmer Donna Warren	06/30/99		58702	DRO	<	0.50000	Energy Labs
Whitmer Donna Warren	06/30/99		58702	TDS		1,950.00000	Energy Labs
Whitmer Donna Warren	06/30/99		58702	VOC	<	0.00050	Energy Labs
Whitmer Donna Warren	11/09/99		58702	DRO	<	0.50000	Energy Labs
Whitmer Donna Warren	11/09/99		58702	TDS		1,920.00000	Energy Labs
Whitmer Donna Warren	11/09/99		58702	VOC - Chloroform		0.00040	
Whitmer Donna Warren	11/09/99		58702	VOC - Chloroform		0.00028	
Whitmer Donna Warren	01/03/00		58702	TDS		1,970.00000	Region 8
Whitmer Donna Warren	01/03/00		58702	TPH	<	100.00000	Region 8

Residence Name - Sample Site	Sample Date	USGS Well Numbering System	P Address Numbering System	Target Analytical Compounds	Below Detection Limit	Results in mg/l	Laboratory where analyzed
Whitmer Donna Warren	01/03/00		58702	VOC - 1,4-dichlorobenzene		0.00067	Region 8
Whitmer Donna Warren	09/20/00		58702	DRO	<	0.50000	Energy Labs
Whitmer Donna Warren	09/20/00		58702	SVOC	<	. 0.00200	Energy Labs
Whitmer Donna Warren	09/20/00		58702	TDS .		2,120.00000	Energy Labs
Whitmer Donna Warren	09/20/00		58702	VOC	<	0.00050	Energy Labs
Zimmerman Bill	09/28/00	M-1	5448	DRO .	<	0.50000	Energy Labs
Zimmerman Bill	09/28/00	M-1	5448	SVOC	<	0.00200	Energy Labs
Zimmerman Bill	09/28/00	M-1 .	5448	TDS		2,870.00000	Energy Labs
Zimmerman Bill	09/28/00	M-1	5448	VOC	<	0.00050	Energy Labs

EXHIBIT 2

Summary of Spills:

East Poplar Oil Field

February 1976 through April 2001

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Flowline developed a leak caused by external corrosion	28N	51 E	3	1.00	0.0	02/01/76	02/12/76
Murphy Exploration and Production Co.	Leak from a flowline due to external corrosion	28N	51 E	3	1.00	0.0	02/01/76	02/12/76
Murphy Exploration and Production Co.	Flow line from well EPU #12 to "F" Battery developed a leak caused by external corrosion	28N	51E	3	1.00	0.0	02/01/76	02/10/76
Murphy Exploration and Production Co.	Oil spilled from a corrosion hole in a 3-1/2 inch tank battery shipping line	29N	51 E	29	8.00	0.0	02/19/76	03/01/76
Murphy Exploration and Production Co.	Corrosion ate a hole in 3 -1/2 inch "J" Battery shipping Line	29N	51E	29	8.00	0.0	02/19/76	02/20/76
Murphy Exploration and Production Co.	Flowline leak on well EPU #15 flowline	28N	51E	11	1.00	8.0	03/20/76	03/20/76
Murphy Exploration and Production Co.	Flowline leak on EPU # 15 well, 150 yards east	28N ·	51 E	11	1.00	8.0	03/20/76	03/25/76
Murphy Exploration and Production Co.	Salt water disposal pump broke down causing water to go to pit and pit overflowed	28N	51 E	10	0.00	9.5	11/23/76	11/26/76
Murphy Exploration and Production Co.	Saltwater Disposal emergency pit overflowed	28 <u>N</u>	51 E	10	0.00	9.5	11/23/76	11/24/76

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Leak in connections at wellhead EPU No. 1	28N	51 E	2	2.50	0.5	12/03/76	12/03/76
Murphy Exploration and Production Co.	Leak in Wellhead connections	28N	51 E	2	1.00	2.0	12/03/76	12/06/76
Murphy Exploration and Production Co.	Pin hole leak in gathering line	29N	51 E	30	0.50	5.0	12/28/76	12/29/76
Murphy Exploration and Production Co.	Pinhole leak in 3" steel gathering line	29N	51 E	30	0.50	5.0	12/28/76	12/30/76
Murphy Exploration and Production Co.	EPU #39 3" flow line, "F" battery	28N	51 E	3	0.50	7.5	03/11/77	03/11/77
Murphy Exploration and Production Co.	Spill occurred when when corrosion caused a leak in a 3" flowline at the tank battery	28N	51 E	3	0.50	7.5	03/11/77	03/14/77
Murphy Exploration and Production Co.	Discharge from 2" flowline at the joint of well EPU #105 to tank battery	29N	51 E	30	1.00	0.0	03/24/77	03/24/77
Murphy Exploration and Production Co.	Oil spilled from a glued connection from a 2" flowline	29N .	51 E	30	1.00	0.0	03/24/77	03/25/77
Murphy Exploration and Production Co.	Fire at EPU #8 salt water disposal station	28N	51E	10	0.00	0.0	01/07/85	01/08/85
Murphy Exploration and Production Co.	"A" Battery on 85 Pig trap	28N	51E	2	0.02	2.0	09/05/91	09/05/91
Murphy Exploration and Production Co.	Well EPU #39 flowline	28N	51 E	32	0.10	4.9	09/05/91	09/06/91

Spill Report Summary

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Well EPU #39 flowline	28N	51 E	32	0.75	0.8	09/06/91	09/06/91
Murphy Exploration and Production Co.	West of Well EPU#101 on "H" Battery	29N	51E	14	0.12	5.9	09/14/91	09/14/91
Murphy Exploration and Production Co.	"H" Battery 5-1/2 inch gathering line	29N	51E	14	0.07	6.9	09/16/91	09/16/91
Murphy Exploration and Production Co.	Well EPU #39 Flowline	28N	51 E	32	0.04	2.0	09/25/91	09/25/91
Murphy Exploration and Production Co.	Huber lease heater treater	28N	51E	10	0.03	3.0	10/14/91	10/14/91 ·
Murphy Exploration and Production Co.	Sidewall split in 20,000 barrel oil tank	29N	51E	30	500.00	0.0	12/05/91	12/13/91
Murphy Exploration and Production Co.	200 yards north of "F" Battery on Well EPU #39 flowline	28N	51E	3	4.00	4.0	02/10/92	02/12/92
Murphy Exploration and Production Co.	Well EPU#85 Flowline	29N	51E	33	0.50	0.5	06/17/92	06/17/92
Murphy Exploration and Production Co.	Well EPU#12 flowline700' north from well EPU #11 on well EPU#12 & #39 flowline in road ditch	28N	51E	3	0.00	9.0	11/30/92	11/30/92
Murphy Exploration and Production Co.	Well EPU #85 Flowline	29N	51E	33	2.00	2.0	01/18/93	01/18/93
Murphy Exploration and Production Co.	Well EPU #85 Flowline	29N	51E	33	2.50	2.5	01/19/93	01/19/93
Murphy Exploration and Production Co.	30' east on Huber Battery on Huber #1 flowline	28N	51E	10	3.00	3.0	01/23/93	01/23/93

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Well EPU#18 Flowline	28N	51 E	2	0.25	0.3	01/25/93	01/25/93
Murphy Exploration and Production Co.	South Central oil dumpline	28N	51E	10	4.00	0.0	01/30/93	01/30/93
Murphy Exploration and Production Co.	300' north from "H" Batttery on 5-1/2 inch line	28N	51E	14	2.50	2.5	02/01/93	02/01/93
Murphy Exploration and Production Co.	Well EPU #15 flowline	28N	51 E	11	0.12	0.1	02/04/93	02/04/93
Murphy Exploration and Production Co.	Well EPU #15 flowline	28N	51 E	11	0.75	8.0	02/05/93	02/05/93
Murphy Exploration and Production Co.	Well EPU #15 flowline	28N	51 E	11	0.50	0.5	02/06/93	02/06/93
Murphy Exploration and Production Co.	Huber #1 flowline 150 ' SE from Huber Battery	28N	51E	10	2.50	2.5	02/06/93	02/06/93
Murphy Exploration and Production Co.	Well EPU #18 Flowline	28N	51 E	2	2.50	2.5	03/08/93	03/08/93
Murphy Exploration and Production Co.	Well EPU #85 Flowline	29N	51E	33	1.50	1.5	03/11/93	02/11/93
Murphy Exploration and Production Co.	Flowline on #85 Pig Trap at "A" Battery	28N	51E	2	3.00	3.0	03/25/93	03/25/93
Murphy Exploration and Production Co.	Flowline on Well Huber # 4-A 350' from Huber Treater	28N	51E	10	4.50	4.5	08/14/93	08/14/93
Murphy Exploration and Production Co.	Salt water line	28N	51 E	·10	0.00	0.5	10/08/93	10/08/93
Murphy Exploration and Production Co.	Well EPU #80-D salt water line	28N	51 E	10	0.00	10.0	11/18/93	11/18/93

Spill Report Summary

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Well EPU #39	28N	51 E	32	0.71	8.0	01/11/94	01/13/94
Murphy Exploration and Production Co.	"H" Battery gathering	28N	51 E	10	2.00	9.0	01/21/94	01/21/94
Murphy Exploration and Production Co.	Well EPU #6	28N	51 E	10	0.50	1.0	01/21/94	01/21/94
Murphy Exploration and Production Co.	Well EPU #57 check valve	29N	51E	27	2.00	170.0	03/08/95	03/10/95
Murphy Exploration and Production Co.	Not Specified	28N	51 E	10	0.00	10.0	05/06/95	06/12/95
Murphy Exploration and Production Co.	EPU #5 & #18 "C" battery	28N	51 E	2	0.00	1.2	05/30/95	05/31/95
Murphy Exploration and Production Co.	Salt water line to 80-D	28N	51 E	10	0.00	0.2	06/08/95	06/12/95
Murphy Exploration and Production Co.	Salt water line to well EPU #80-D	28N	51 E	10	0.00	10.0	06/15/95	06/20/95
Murphy Exploration and Production Co.	Well EPU #39	28N	51 E	3	0.24	0.7	06/22/95	06/23/95
Murphy Exploration and Production Co.	Wells EPU #55 & #104	28N	51 E	14	0.10	0.1	09/02/95	09/05/95
Murphy Exploration and Production Co.	EPU	28N	51 E	10	0.95	0.0	04/08/96	04/09/96
Murphy Exploration and Production Co.	North Central Battery Micro Switch failure	29N	51E	30	80.00	0.0	04/29/96	04/28/96
Murphy Exploration and Production Co.	"H" battery gathering line (wells EPU #100, 20, 104, 55, 101, 9)	28N	51 E	11	0.95	6.0	06/01/96	06/05/96

Owner	Source of Spill	Township	Range	Section	Oil Spilled (barrels)	Salt Water Spilled (barrels)	Date of Spill	Date Spill Reported
Murphy Exploration and Production Co.	Deteriorated 4-inch pipeline at "C" battery	28N	51E	3	0.00	20.0	08/19/00	08/21/00
Murphy Exploration	Well EPU # 80-D	28N	51 E	3	2.00	300.0	04/29/01	04/29/01

CERTIFICATE OF SERVICE Docket No.

I hereby certify that the original and a true copy of this Emergency Administrative Order was hand-carried to the Regional Hearing Clerk, EPA Region 8, 999 18th Street, Denver, Colorado, and that a true copies of the same were sent via Certified Mail Return Receipt Requested to:

Murphy Exploration & Production Company
CT Corporation System
40 West Lawrence, Suite A
Post Office Box 1166
Helena, Montana 59624-1166;

Pioneer Natural Resources USA, Inc.
CT Corporation System
40 West Lawrence, Ste A
Post Office Box 1166
Helena, Montana 59624-1166;

Marathon Oil Company CT Corporation System 40 West Lawrence, Suite A Post Office Box 1166 Helena, Montana 59624-1166;

Samson Hydrocarbons Company Prentice-Hall Corporation System, Inc. 1013 Centre Road Wilmington, DE 19805; and

Samson Investment Company Corporation Trust Company of Nevada 6100 Neil Road #500 Reno, NV 89511.

Dated: _	9/20/01		By: Judith Mc Teman
		 .	Jugith McTernan



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 300
DENVER, CO 80202-2466
http://www.epa.gov/region08

OCT 3 2001

Ref: 8ENF-T

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Murphy Exploration and Production Company CT Corporation System 40 West Lawrence, Suite A P.O. Box 1166 Helena, MT 59624-1166

RE: First Amended Emergency
Administrative Order under
Section 1431 of the SDWA
Docket No. SDWA-08-2001-33

Dear Murphy Exploration and Production Company:

Enclosed is a First Amended Emergency Administrative Order (Amended Order) issued under Section 1431 of the Safe Drinking Water Act (SDWA), 40 U.S.C. § 300i. This Amended Order modifies the above-referenced Order dated September 20, 2001. It removes and modifies several deadlines that were in the previously issued Specifically, the 7-day deadline to commit to a Order. conceptual plan to replace water at 20 homesites is removed. 30-day deadline to submit a detailed written plan to replace water at 20 homesites is removed. Also changed is the definition of the deliverable required under the 14-day deadline to submit a plan to study and assess the threat to the City of Poplar. changes to the September 20, 2001 Order are contained in this Amended Order, including the effective date. There are no changes to the September 20, 2001 Order other than those specifically contained in this Amended Order.

The issuance of this Order is consistent with EPA's goal of protecting human health and the environment, including working to ensure the provision of safe drinking water to the affected residents. With regard to this Order, please contact Nathan Wiser at (303) 312-6211 or write Mr. Wiser at the address provided above, mail code 8-ENF-T.

Sincerely,

Couly E. Mans

Connally E. Mears, Director
Technical Enforcement Program
Office of Enforcement, Compliance
and Environmental Justice

Enclosure

cc: with enclosure

Deb Madison, Assiniboine and Sioux Tribes Environmental Program Manager George Hudak, Montana Board of Oil and Gas Conservation

cc: without enclosure

Arlyn Headdress, Chairman, Fort Peck Tribal Executive Board Doug Endreson, Tribal Counsel, Assiniboine and Sioux Tribes

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY REGION 8

01 OCT -3 PM 12: 52

IN THE MATTER OF

EPA REGION VIII HEARING CLERK

Docket No. SDWA-08-2001-33

Marathon Oil Company,

Murphy Exploration and Production Company,

Pioneer Natural Resources USA)
Incorporated, and)

Samson Hydrocarbons Company,

Respondents

East Poplar Oil Field Fort Peck Indian Reservation Montana

Proceedings under Section 1431(a) of the Safe Drinking Water Act, 42 U.S.C. §300g-i(a) FIRST AMENDED EMERGENCY
ADMINISTRATIVE ORDER

DESCRIPTION

This Order amends the Emergency Administrative Order Docket No. SDWA-08-2001-33, which was first issued September 20, 2001. This amendment makes only the changes listed in the following paragraphs and makes no other changes to the existing Order. This amendment is made because Respondents have requested and have shown

a basis for modifying deadlines and deliverables which were required in the Order issued on September 20, 2001. In addition, at the request of counsel for Samson Investment Company, Samson Investment Company is removed without prejudice from the list of named Respondents.

The existing Order continues in full effect except for the changes set forth hereunder.

CHANGES TO ORDER DOCKET No. SDWA-08-2001-33

- 1. The caption of the Order issued on September 20, 2001 is changed to reflect the removal of Samson Investment Company as a Respondent. The caption of Order Docket No. SDWA-08-2001-33 will now appear as it does on the first page of this First Amended Emergency Administrative Order.
- 2. Section VIII, Paragraph 81 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph:

"Approval Process: For each PLAN requiring EPA approval under this Order, the following submission and approval process shall occur. (a) Respondents shall submit an initial draft of the Plan to EPA at the address in Paragraph 91 of this Order. (b) EPA shall, within 30 days of receipt of said Plan, either approve the Plan

or submit written comments on the Plan to Respondents. (c) Respondents, shall, within 30 days of receipt of EPA's comments on the Plan or approval of the Plan, address EPA's comments or implement the Plan accordingly. If a deadline passes due to EPA's failure to timely submit comments, Respondents shall not be held accountable for such time beyond the deadline accrued due to EPA's failure to timely submit comments. If a deadline passes due to Respondents' failure or refusal to address one or more EPA comment, as determined solely by EPA, Respondents shall be considered to be in violation of this Order. EPA shall not substitute a completely different PLAN of its own if an alternative PLAN, favored by Respondents has been submitted for approval and meets all requirements of this Order. Given the emergency nature of this case, if Respondents do not ultimately and in a timely fashion submit an approvable PLAN, EPA may issue a new Order, amend an existing Order, or take other actions necessary to abate the emergency issues identified in this Order".

3. Section VIII, Paragraph 82 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph (including Table 1): "Respondents shall submit to EPA within 14 days of the effective date of this Order, a written proposal with an aggressive schedule for studying options to deliver complete replacement water to the homesites listed in Table 1 of this paragraph. The options studied shall be such that, when implemented, the homesites listed in Table 1 of this paragraph shall have water conveyed to them which meets all primary drinking water standards (40 C.F.R. Part 141, Subpart G) in the amount of at least 125 gallons per person residing at each homesite Taking into consideration the emergency per day. nature of this case, and stemming from Respondents' proposed schedule for studying options, Respondents shall submit to EPA at the address in Paragraph 91 a written DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN containing Respondents' favored option, the implementation of which shall convey water meeting all primary drinking water standards (40 C.F.R. Part 141, Subpart G) to the addresses in Table 1 in this paragraph. On a weekly basis after submission of the proposed schedule for studying options, Respondents shall provide updates to Nathan Wiser, by facsimile (303) 312-6409, which summarize progress made toward finalization of the DOMESTIC USE HOMESITE WATER

The DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN. REPLACEMENT PLAN shall include provisions that ensure that each homesite in Table 1 in this paragraph will have water delivered, for domestic use, directly to the piping in each home for at least five (5) years, such that all pipes in use inside the home shall convey this alternative water, including, as found, water pipes in the homes' kitchens, bathrooms, work rooms, utility rooms, laundry rooms, basements, and outside spigots. The DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall ensure that alternative water so delivered will be routed through the homes' water heater. Except as allowed for in Paragraph 83, the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall ensure that the yield of domestic use water at each home is, at a minimum, 125 gallons per person residing at each homesite per day. If the current residents at each homesite shown in Table 1 in the paragraph have changed, that shall not affect Respondents' obligation to deliver the replacement water. For at least five (5) years, while Respondents are implementing the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN, no homesite owner and/or resident shall be required to pay for any portion of this water replacement. Modifications extending

deadlines in this paragraph shall be permissible only with EPA written approval."

		TA	BLE I			
Current Resident	City	State	Residence Address	Sec	Тир	Rge
Kohl, Danny	Poplar	мт				
Lien, Birdell	Poplar	мт				
Zimmerman, Bill	Poplar	мт				
Abbott, Joe	Poplar	МТ				
Kirn, Audrey	Poplar	МТ				
Kirn, Michael	Poplar	мт				
Gray Hawk, Rachel	Poplar	МТ				
Trottier, Tim & Donna	Poplar	MT				
Lockman, Lyle	Poplar	МТ				
Four Bears, Charles	Poplar	мт				
Martell, Rene & Josi	Poplar	MT				
Ricker Sr., George & Helen	Poplar	мт				
Bleazard, Ross & Laura	Poplar	мт				
Whitmer, Warren & Donna	Poplar	мт				
Loegering. Mavis	Poplar	мт				
Kirn Sr., Jesse	Poplar	мт				
Grandchamp, Denise	Poplar	мт				
Grainger, Trivian	Poplar	МТ				
Grainger, Iva	Poplar	мт				
Ranf, Marie and Come, Warren	Poplar	MT				

4. Section VIII, Paragraph 84 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph:

"Initial implementation of the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall occur within 30 days of

its final approval by EPA. Initial implementation, for the purpose of this paragraph, means that one homesite in Paragraph 82, Table 1 shall be fully equipped with domestic use replacement water. Final implementation of the DOMESTIC USE HOMESITE WATER REPLACEMENT PLAN shall occur within 90 days of its approval by EPA. Final implementation, for the purpose of this paragraph, means that all homesites in Paragraph 82, Table 1, have been fully equipped with domestic use replacement water. Final implementation also means that water is conveyed to the homesites in Paragraph 82, Table 1, at no cost to them. Modifications extending the schedule in this paragraph shall be permissible only with EPA written approval; furthermore, weather-related conditions precluding the timely implementation of the final EPA-approved PLAN shall automatically constitute a legitimate basis to extend this schedule. Subtractions from the list of homesites found in Paragraph 82, Table 1 shall be permissible only with EPA written approval. Additions to Paragraph 82, Table 1 shall take place at the discretion of EPA, upon learning that additional homesites found in and around the East Poplar Oil Field with private water supply wells drawing from the

Quaternary deposits aquifer have been or are likely to become contaminated with oil field brine and/or hydrocarbons associated with oil and gas production from the East Poplar Oil Field. Additions to the list of homesites found in Paragraph 82, Table 1 will take place as follows: (a) EPA shall write to Respondents with the name and location of the additional homesite(s). (b) Respondents shall, within 30 days receipt of EPA's written notice, ensure that the homesite(s) added shall have replacement water meeting the standards and in the abundance set forth in Paragraph 82."

5. Section VIII, Paragraph 85 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph (including Table 2):

"Respondents shall, within 14 days of the effective date of this Order, submit to EPA at the address in Paragraph 91 a written proposal with an aggressive schedule to study and assess the threat that the groundwater contamination in the East Poplar Oil Field poses to the City of Poplar's PWS wells. Taking into consideration the emergency nature of this case, and stemming from Respondents' proposed schedule for studying and assessing the threat to the City of

Poplar's PWS wells, Respondents shall submit to EPA at the address in Paragraph 91 for approval, a PWS WELL THREAT STUDY PLAN, the implementation of which shall assess the degree to which all public water supply (PWS) wells used by persons in and around the City of Poplar are threatened by migration of the contaminants at the East Poplar Oil Field. On a weekly basis after submission of the proposed schedule for studying and assessing the threat to the City of Poplar's PWS wells, Respondents shall provide updates to Nathan Wiser, by facsimile (303) 312-6409, which summarize progress made toward finalization of the PWS WELL THREAT STUDY PLAN. The PWS WELL THREAT STUDY PLAN shall include, at a minimum, the following elements: (a) electro-magnetic study, or other remote sensing methods, to identify and locate the leading edges of the contaminant plume closest to PWS wells in and around the City of Poplar, (b) groundwater samples, collected quarterly for a minimum of five (5) years, from either existing wells or newly drilled wells screened in the Quaternary deposits aguifer located between the contaminant plume leading edge as mapped by the USGS in 1997 (T28N, R51E, S28) and the City of Poplar, and (c) a calculation of the direction of groundwater flow in the area studied,

a calculation of the rate of groundwater movement in the area studied, and a calculated estimate of the amount of time that will pass before the first PWS well will become contaminated along with the name and location of that public water supply well. electro-magnetic study or other remote sensing method employed shall be able to distinguish between contaminated and uncontaminated groundwater sufficiently precisely that contour lines can be drawn with the total dissolved solids content of the groundwater mapped in gross detail, distinguishing between uncontaminated, mildly contaminated, and very contaminated groundwater. Respondents shall submit a report of the electro-magnetic study or other remote sensing method employed to EPA at the address in Paragraph 91. This report shall include maps of the results, including contoured lines showing the leading edges of the plume and its closest approach to the City of Poplar. The number of groundwater monitoring wells to be used in the PWS WELL THREAT STUDY PLAN shall be a minimum of six (6) wells, with the final count, location, and depth to be approved by EPA. samples collected from each groundwater monitoring well shall include, at a minimum, static water level, pH,

TDS, dissolved chloride, dissolved sodium, dissolved calcium, dissolved potassium, dissolved carbonate, dissolved bicarbonate, dissolved magnesium, dissolved sulfate, benzene, toluene, ethylbenzene and total xylenes. Methods used to analyze the samples shall meet or exceed the method detection limits specified in Paragraph 85, Table 2. While implementing the PWS WELL THREAT STUDY PLAN, Respondents shall submit to EPA at the address in Paragraph 91 the analytical results of samples collected at each groundwater monitoring well within 60 days of each sampling event, as well as a report discussing the results of sampling."

TABLE 2					
Analyte Parameter	Method Detection Limit	Units	_		
Static water level	. 0.1	foot			
pН	0.1	pH unit			
TDS	10	mg/l			
CI	10	mg/l			
Na	10	mg/l			
Mg	10	mg/l	,		
К	10	mg/l			
CO3	10	mg/l			
нсоз	10	mg/l			
SO4	10	mg/l			
Ca	10	mg/l			
Benzene	0.05	mg/l			

East Poplar Oil Field Page 12 of 16

Analyte Parameter	Method Detection Limit	Units
Toluene	0.05	mg/l
Ethylbenzene	0.05	mg/l
Total xylenes	0.05	mg/l

6. Section VIII, Paragraph 86 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph:

"Initial implementation of the PWS WELL THREAT STUDY shall occur within 30 days of its final approval by Initial implementation, for the purpose of this paragraph, means the electro-magnetic or other remote sensing technique shall have been initiated on the ground, with data collection underway, excluding groundwater monitoring. Intermediate implementation of the PWS WELL THREAT STUDY shall occur within 90 days of its final approval by EPA or by June 30, 2002, whichever comes earlier. Intermediate implementation, for the purpose of this paragraph, means that the complete collection of all electro-magnetic data or other remotely sensed data, and the first set of water samples from groundwater monitoring wells, shall be completed, with the data results submitted to EPA at the address in Paragraph 91. Final implementation of

the PWS WELL THREAT STUDY shall occur within five (5) years of its final approval by EPA or by June 30, 2007, whichever comes earlier. Final implementation, for the purpose of this paragraph, means that all intermediate implementation has occurred and at least five (5) years' worth of quarterly samples have been completed and submitted to EPA as well as a final report summarizing the results of all work done under the EPAapproved PWS WELL THREAT STUDY. Modifications extending the schedule in this paragraph shall be permissible only with EPA written approval; furthermore, weather-related conditions precluding the timely implementation of the final EPA-approved PLAN shall automatically constitute a legitimate basis to extend this schedule."

- 7. Section VIII, Paragraph 87(a) of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph:
 - "All groundwater monitoring sample results, groundwater monitoring wellbore descriptions, diagrams of groundwater monitoring wells, or maps of groundwater monitoring wells from locations in (1) T28N, R50E; (2) T29N, R50E; (3) T28N, R51E; (4) T29N, R51E; (5) T27N, R50E; and (6) T27N, R51E."

East Poplar Oil Field Page 14 of 16

8. Section VIII, Paragraph 88 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph (including Table 3):

"Paragraph 88, Table 3 summarizes the requirements and schedule for the three actions set forth in Paragraphs 82 through 87."

			TABLE 3				
Paragraph No.	Minimum Requirements	Implementation Schedule					
Plan Name (Date First Deliverable Due)		Initial	Minimum Require- ments	Intermediate	Minimum Require- ments	Final	Minimum Require- ments
Paragraph 82 Domestic Use Homesite Water Replacement Plan Proposed schedule to study options for water replacement due 14 days from effective date of this First Amended Order	•125 gallons per person per day per homesite, except if delivered in which case equilibrate water usage with water delivery; • Water meets all primary drinking water standards (40 C.F.R. Part 141, Subpart G); •Water effectively replaces all water in each home for five (5) years	30 days from EPA approval of Plan	At least one homesite has had its water completely replaced	Not applicable	Not applicable	90 days from EPA approval of Plan (except that water must be supplied for at least five (5) years	All homesites in Paragraph 82, Table I have had water completely replaced
Paragraph 85 PWS Well Threat Study Plan Proposed schedule to study and assess threat to City of Poplar's PWS well due 14 days from effective date of this First Amended Order	Use electro-magnetic or other remote sensing method to detect contamination; Electro-magnetic or other remote sensing method must be capable of distinguishing levels of contamination; Minimum of six (6) groundwater monitoring wells; Five (5) years of quarterly water samples from groundwater monitoring wells; Calculation of groundwater movement direction, rate of movement, and time until nearest PWS well is impacted by contamination	30 days from EPA approval of Plan	Electro- magnetic or other remote sensing method underway with data being collected in the field, excluding groundwater monitoring	90 days from EPA approval of Plan or June 30, 2002, whichever is earlier	•All electromagnetic or other remote sensing method data has been collected and a report submitted to EPA; •I set of quarterly water samples has been collected from all groundwater monitoring wells in the Plan and submitted to EPA	Five (5) years from EPA approval of Plan or June 30, 2007, whichever is earlier	•All electro- magnetic or other remote sensing method data has been collected and a report submitted to EPA; •20 sets of quarterly water samples have been collected from all groundwater monitoring wells in the Plan and submitted to EPA with a final report
Paragraph 87 Document Submission Documents due 90 days from the effective date of this First Amended Order	-Existing groundwater monitoring results from areas specified -Seismic survey information specified -Well, tank, pit, pipeline data from areas specified	Not applicable	Not applicable	Not applicable	Not applicable	90 days from the effective date of this First Amended Order	Submit a single copy to EPA of each applicable record

East Poplar Oil Field Page 16 of 16

> 8. Section IX, Paragraph 97 of the September 20, 2001, Order is deleted in its entirety and replaced by the following paragraph:

"The effective date of this First Amended Order shall be three (3) business days from the date of issuance, not including the day of issuance."

Issued this 3RD day of OCTOBER , 2001.

Courtly E. Wears

Connally E. Mears, Director
Technical Enforcement Program
Office of Enforcement, Compliance,
and Environmental Justice
United States Environmental Protection Agency,
Region 8

Michael T. Risher, Director

David J. Janik, Supervisory Attorney

Legal Enforcement Program

Office of Enforcement, Compliance,

and Environmental Justice

United States Environmental Protection Agency,

Region 8

CERTIFICATE OF SERVICE Docket No. SDWA-08-2001-33

I hereby certify that the original and a true copy of this First Amended Emergency Administrative Order was hand-carried to the Regional Hearing Clerk, EPA Region 8, 999 18th Street, Denver, Colorado, and that true copies of the same were sent via Certified Mail Return Receipt Requested to:

Murphy Exploration & Production Company
CT Corporation System
40 West Lawrence, Suite A
Post Office Box 1166
Helena, Montana 59624-1166;

Pioneer Natural Resources USA, Inc.
CT Corporation System
40 West Lawrence, Ste A
Post Office Box 1166
Helena, Montana 59624-1166;

Marathon Oil Company
CT Corporation System
40 West Lawrence, Suite A
Post Office Box 1166
Helena, Montana 59624-1166; and

Samson Hydrocarbons Company
Prentice-Hall Corporation System, Inc.
32 Loockerman Square Suite L100
Dover, Delaware 19901.

Additionally, I certify that a true copy of the Emergency Administrative Order issued under the same docket number on September 20, 2001 (which was sent by and returned to EPA as undeliverable), was sent, along with the copy of the above First Amended Administrative Order, via Certified Mail Return Receipt Requested to Samson Hydrocarbons Company at the above address.

Dated: _	10-03-2001	By: Ames A Fren
		James H. Eppers

LOCKE LIDDELL & SAPP LLP

ATTORNEYS & COUNSELORS

2200 Ross Avenue Suite 2200 Dallas, Texas 75201-6776

Austin • Dallas • Houston • New Orleans

(214) 740-8000 Fax: (214) 740-8800 www.lockeliddell.com

(214) 740-8598 emack@lockeliddell.com

September 28, 2001

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Candace Walker
Marathon Oil Company
Law Organization
P.O. Box 4813
Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue N.W. Washington, DC 20460

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

James E. Baine
Murphy Exploration & Production Co.
200 Peach Street
El Dorado, AK 71730

Re:

Michael Webster Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P. 490 N. 31 Street Billings, MT 59101

John W. Ross The Brown Law Firm 315 N. 24th Street P.O. Drawer 849 Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Appeal from Emergency Administrative Order Under Section 1431 of the Safe Drinking Water Act, SDWA-8-2001-33

All Counsel of Record September 28, 2001 Page 2

To All Counsel of Record:

Enclosed please find a date stamped copy of Samson Hydrocarbons Company's Petition for Review, which was filed on September 27, 2001 in the United States Court of Appeals for the Third Circuit.

Sincerely,

Elizabeth E. Mack

Mack

EEM/cad

Enclosure

01 OCT 15 MILLS

U.S. DEPT. OF JUSTE ENV. & HAT. RES. 111) DEHYER, CO

RECEIVED

· OCT 29 2001

Office of Enforcement Compliance & Environmental Justice

UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

No. 01-3672

Samson Hyd	rocarbons Company	vs. <u>Unites State</u>	es Environmenta	l Protection Agency
The Clerk will enter madditional sheet(s) if n	ny appearance as Counsel of Reeded):	ecord for (please	e list names of al	I parties represented, using
United States Envir	onmental Protection Agency			
who IN THIS COURT	is (please check <u>only</u> one):			
	Petitioner(s)	Appellant(s)		_ Intervenor (s)
<u>_x</u>	Respondent(s)	Appe	llee(s)	Amicus Curiae
(Type or Print) Name_	Mr. David A. Carson Mr.	Ms.	Mrs.	Miss
	Firm United States Departme	ent of Justice, En	vironment and N	Natural Resources Division
	Address Suite 945 - North 7	Tower, 999 18th S	Street	
	City & State <u>Denver, Colo</u>	rado		
	Zip Code <u>80202</u>			
	Phone (303) 312-7309			
	Fax (303) 312-7331			
	Email Address david.a.can	rson@usdoj.gov		
SIGNATURE O	F COUNSEL:			

ONLY COUNSEL OF RECORD SHALL ENTER AN APPEARANCE AND ONLY THAT ATTORNEY WILL BE THE ONE NOTIFIED OF THE COURT'S ACTION IN THIS CASE. OTHER ATTORNEYS WHO DESIRE NOTIFICATION SHOULD MAKE APPROPRIATE ARRANGEMENTS WITH COUNSEL OF RECORD.

ONLY ATTORNEYS WHO ARE MEMBERS OF THE BAR OF THE COURT OF APPEALS FOR THE THIRD CIRCUIT OR WHO HAVE SUBMITTED A PROPERLY COMPLETED APPLICATION FOR ADMISSION TO THIS COURT'S BAR MAY FILE AN APPEARANCE FORM. (BAR ADMISSION IS WAIVED FOR FEDERAL ATTORNEYS.)

IT IS IMPORTANT THAT ALL REQUESTED INFORMATION BE PROVIDED AND THAT COUNSEL SIGN THE FORM IN THE APPROPRIATE AREA.

CERTIFICATE OF SERVICE

It is hereby certified that on this date the undersigned caused a true and correct copy of the foregoing Entry of Appearance to be mailed to the following counsel by first class United

States mail:

Elizabeth E. Mack Locke Lidell, & Sapp, L.L.C. 2200 Ross Avenue Suite 2200 Dallas, Texas 75201-6776

Thomas H. Chiacchio, Jr.
Blank Rome Comisky & McCauley, LLP
One Logan Square
Philadelphia, Pennsylvania 19103-6998

Date: October 19, 2001

Linda Lutton

Office of Enterior Property of the Complete of the Complet

BLANK ROME COMISKY & McCauley LLP_

Counselors at Law

Direct Dial:

215-569-5364

Fax:

215-832-5364

Email:

chiacchio@blankrome.com

Delaware Florida Maryland New Jersey New York Obio

Pennsylvania Washington, DC

October 10, 2001

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

TO: ALL COUNSEL AND PARTIES OF RECORD

Re: Samson Hydrocarbons Company v. EPA

U.S. Court of Appeals for the Third Circuit, No. 01-3672

Dear Counsel:

Enclosed please find copies of the following documents filed by Samson Hydrocarbons Company in the above-referenced matter:

- 1. Corporate Disclosure Statement and Statement of Financial Interest;
- 2. Entry of Appearance;
- 3. Docketing Statement;
- 4. Application for Admission to Practice for Cynthia Timms; and
- 5. Application for Admission to Practice for Elizabeth Mack.

Very truly yours,

THOMAS H. CHLACCHIO, JR.

/lb

Enclosures

cc:

with enclosure

Dean R. Massey

Steve Leifer Candace Walker

Hon. Christine Todd Whitman

James E. Baine

Michael Webster

John W. Ross

Jim Eppers

John Cruden

Robert L. Sterup .

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UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

No. ____01-3672

Samson Hydrocarbons Company vs. Environmental Protection Agency

The Clerk will enter my appearance as Counsel of Record for (please list names of all parties represented, using additional sheet(s) if needed):

Samson Hydrocarbons Company who IN THIS COURT is (please check only one): X Petitioner(s) Appellant(s) Intervenor (s) Respondent(s) Appellee(s) Amicus Curiae (Type or Print) Name Elizabeth E. Mack Mr. Ms. Mrs. Miss Firm Locke Liddell & Sapp LLP Address 2200 Ross Avenue, Suite 2200 City & State Dallag Texas Zip Code 76002 Phone (214) 740-8000 Fax (214) 740-8800 Email Address emack@lockeliddell SIGNATURE OF COUNSEL:

ONLY COUNSEL OF RECORD SHALL ENTER AN APPEARANCE AND ONLY THAT ATTORNEY WILL BE THE ONE NOTIFIED OF THE COURT'S ACTION IN THIS CASE. OTHER ATTORNEYS WHO DESIRE NOTIFICATION SHOULD MAKE APPROPRIATE ARRANGEMENTS WITH COUNSEL OF RECORD.

ONLY ATTORNEYS WHO ARE MEMBERS OF THE BAR OF THE COURT OF APPEALS FOR THE THIRD CIRCUIT OR WHO HAVE SUBMITTED A PROPERLY COMPLETED APPLICATION FOR ADMISSION TO THIS COURT'S BAR MAY FILE AN APPEARANCE FORM. (BAR ADMISSION IS WAIVED FOR FEDERAL ATTORNEYS.)

IT IS IMPORTANT THAT ALL REQUESTED INFORMATION BE PROVIDED AND THAT COUNSEL SIGN THE FORM IN THE APPROPRIATE AREA.

REV. 04/16/01

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Entry of Appearance as Counsel of Record has been served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings, on this \sqrt{D} day of October, 2001:

Dean R. Massey
Massey, Semenoff, Stem &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Steve Leifer
Baker & Botts LLP
The Warner
1299 Pennsylvania Ave NW
Washington, DC 20004-2400

Candace Walker
Marathon Oil Company
Law Organization
P.O. Box 4813
Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Waterside Mall 401 M Street, S.W. Washington, DC 20460

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730 Michael Webster Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P. 490 N. 31 Street Billings, MT 59101

John W. Ross The Brown Law Firm 315 N. 24th Street P.O. Drawer 849 Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Thomas H. Chiacchio, Jr.

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United States Court of Appeals for the Third Circuit

Corporate Disclosure Statement and Statement of Financial Interest

No. <u>01-3672</u>

U.S.C.A. Srd. CIR.

Samson Hydrocarbons Company

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Environmental Protection Agency

Instructions

Pursuant to Rule 26.1, Federal Rules of Appellate Procedure any nongovernmental corporate party to a proceeding before this Court must file a statement identifying all of its parent corporations and listing any publicly held company that owns 10% or more of the party's stock.

Third Circuit LAR 26.1(b) requires that every party to an appeal must identify on the Corporate Disclosure Statement required by Rule 26.1, Federal Rules of Appellate Procedure, every publicly owned corporation not a party to the appeal, if any, that has a financial interest in the outcome of the litigation and the nature of that interest. This information need be provided only if a party has something to report under that section of the LAR.

In all bankruptcy appeals counsel for the debtor or trustee of the bankruptcy estate shall provide a list identifying: 1) the debtor if not named in the caption; 2) the members of the creditors' committee or the top 20 unsecured creditors; and, 3) any entity not named in the caption which is an active participant in the bankruptcy proceedings. If the debtor or the bankruptcy estate is not a party to the proceedings before this Court, the appellant must file this list. LAR 26.1(c).

The purpose of collecting the information in the Corporate Disclosure and Financial Interest Statements is to provide the judges with information about any conflicts of interest which would prevent them from hearing the case.

The completed Corporate Disclosure Statement and Statement of Financial Interest Form must, if required, must be filed upon the filing of a motion, response, petition or answer in this Court, or upon the filing of the party's principal brief, whichever occurs first. An original and three copies must be filed. A copy of the statement must also be included in the party's principal brief before the table of contents regardless of whether the statement has previously been filed. Rule 26.1(b) and (c), Federal Rules of Appellate Procedure.

If additional space is needed, please attach a new page.

(Page 1 of 2)

Pursuant to Rule 26.1 and Third Circuit LAR 26.1, Samson Hydrocarbons Company makes the following disclosure: (Name of Party)

- 1) For non-governmental corporate parties please list all parent corporations: Samson Investment Company
- 2) For non-governmental corporate parties please list all publicly held companies that hold 10% or more of the party's stock:

Not Applicable

3) If there is a publicly held corporation which is not a party to the proceeding before this Court but which has as a financial interest in the outcome of the proceeding, please identify all such parties and specify the nature of the financial interest or interests:

Not Applicable

4) In all bankruptcy appeals counsel for the debtor or trustee of the bankruptcy estate must list: 1) the debtor, if not identified in the case caption; 2) the members of the creditors' committee or the top 20 unsecured creditors; and, 3) any entity not named in the caption which is active participant in the bankruptcy proceeding. If the debtor or trustee is not participating in the appeal, this information must be provided by appellant.

Dated: 10/4/01

Not Applicable

(Signature of Counsel or Party)

Elizadeth E. Mack

rev: 12/1998

(Page 2 of 2)

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Corporate Disclosure Statement and Statement of Financial Interest has been served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings, on this 10 day of October, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver. CO 80202

Steve Leifer
Baker & Botts LLP
The Warner
1299 Pennsylvania Ave NW
Washington, DC 20004-2400

Candace Walker Marathon Oil Company Law Organization P.O. Box 4813 Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Waterside Mall 401 M Street, S.W. Washington, DC 20460

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730 Michael Webster Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P. 490 N. 31 Street Billings, MT 59101

i

John W. Ross The Brown Law Firm 315 N. 24th Street P.O. Drawer 849 Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
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Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Thomas H. Chiacchio, Jr.

RECEIVED

OCT 29 2001

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UNITED STATES COURT OF APPEALS FOR THE

DOCKETING STATEMENT

Administrative Agency Review/Enforcement Proceedings (To be completed by Petitioner)

1.	DOCK	ET NO.: 01-3672 2. DATE DOCKETED: 9/27/01	
3.	CASE (Lead	NAME Samson Environmental Parties Only) Hydrocarbons Company v. Protection Agency	
4.	TYPE	OF CASE: Review X Enforcement	
5.	CASE	INFORMATION:	
	a.	Identify agency whose order is to be reviewed: Environmental Protection Agen	ıc
	b.	Give agency docket or docket number(s): SWDA-8-2001-33	
	c.	Give date(s) of order(s): 9/20/01	
	d.	Is a request for rehearing or reconsideration pending at the agency? $\underline{\underline{X}}$ No	
	e.	Are any other cases involving the same underlying agency order pending in this Court or in any other court? $\underline{\hspace{1cm}}$ Yes $\underline{\hspace{1cm}}$ No	
		<pre>If Yes, identify name(s), docket number(s), and court(s):</pre>	
	f.	Are any other cases, to counsel's knowledge, pending before the agency, this Court or the Supreme Court which involve substantially the same issues as the instant case presents?YesX_No	
		If Yes, give name(s) of these cases and identify court/agency:	
		Please see attached	
Sig	natur	re: 745W8419Wall Date: 10/4/01	
Nar	ne of	Counsel or Pro Se Litigant (Print) Flizabeth E. Mack	
		ocke Liddell & Sapp LLP Phone: 214-740-8000	
Ado	iress:	2200 Ross Avenue, Suite 2200, Dallas, Texas 75201	
Nar	ne of	Party Represented: Samson Hydrocarbons Company	
_			
		ATTACH A CERTIFICATE OF SERVICE	

If counsel for any other party believes that the information submitted NOTE: is inaccurate or incomplete, counsel may so advise the Clerk within 10 days by letter, with copies to all other parties, specifically referring to the challenged statement. An original and three copies of such letter should be submitted. Although we are not aware of any other cases pending before the Agency, the Third Circuit, or the Supreme Court that involve substantially the same issues as this Petition for Review, we are aware of the case Samson Hydrocarbons Company and Samson Investment Company v. United States Environmental Protection Agency, 01-9500, pending in the United States Court of Appeals for the Tenth Circuit. The Tenth Circuit appeal involves a different agency order, but it involves the East Poplar Oil Field. Therefore, some of the factual and legal issues may be similar in the two appeals.

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Docketing Statement has been served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings, on this day of October, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver. CO 80202

Steve Leifer Baker & Botts LLP The Warner 1299 Pennsylvania Ave NW Washington, DC 20004-2400

Candace Walker
Marathon Oil Company
Law Organization
P.O. Box 4813
Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Waterside Mall 401 M Street, S.W. Washington, DC 20460

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730 Michael Webster
Crowley, Haughey, Hanson, Toole &
Dietrich, P.L.L.P.
490 N. 31 Street
Billings, MT 59101

John W. Ross The Brown Law Firm 315 N. 24th Street P.O. Drawer 849 Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Thomas H. Chiacchio, Jr.

Complete Justice

UNITED STATES COURT OF APPEALS FOR THE THIRD APPLICATION FOR ADMISSION TO PRACTICE PART I -- TO BE COMPLETED BY ALL APPLICANTS The undersigned hereby makes application for admission in support of his or her application states that he or she has been admitted to in the Northern District of __ and is at present a member of the bar of that court in good standing. In compliance with Rule 46.1 of the Local Appellate Rules of the United States Court of Appeals for the Third Circuit, I represent that I am familiar with the contents of the Federal Rules of (1) Civil and Criminal Procedure, and (2) Appellate Procedure, as well as with the Local Appellate Rules and Internal Operating Procedures of this Court, and I further represent that I have read and understand those provisions of the above documents dealing with briefs, motions and appendices. Applicant's Signature Cynthia Keely Timms Locke Liddell & Sapp LLP Firm Name: 2200 Ross Avenue, Suite 2200 Office Address: Dallas Texas 75201 MOTION AND CERTIFICATE __, a member of the bar of the United States Court of Appeals for the Third Circuit hereby move the admission of (PRINT THE NAME OF THE APPLICANT) Cynthia Keely Timms to practice in the said court and to practice in the said court and certify that he or she possesses the necessary qualifications and that his or her private and professional character is good. Sponsor's Signature NOTE: The name of the person signing above will appear on your formal certificate. Should this individual be a judge, please indicate so on this form. PART II -- TO BE COMPLETED FOR ADMISSION ON WRITTEN MOTION ONLY Cynthia Keely Timms , do solemnly swear (or affirm) that I will demean myself as an attorney and counselor of this Court, uprightly and according to will augment the Constitution of the United States. Pamela R. Treni Notary Public, State of Texas My Comm. Expires 05/22/05

SUBSCRIBED AND SWORN TO BEFORE ME THIS 3rd DAY OF OCTOBER , 200]

Panula P. Tueni

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Application for Admission to Practice has been served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings, on this to day of October, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver. CO 80202

Steve Leifer
Baker & Botts LLP
The Warner
1299 Pennsylvania Ave NW
Washington, DC 20004-2400

Candace Walker
Marathon Oil Company
Law Organization
P.O. Box 4813
Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Waterside Mall 401 M Street, S.W. Washington, DC 20460

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730 Michael Webster
Crowley, Haughey, Hanson, Toole &
Dietrich, P.L.L.P.
490 N. 31 Street
Billings, MT 59101

John W. Ross
The Brown Law Firm
315 N. 24th Street
P.O. Drawer 849
Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Thomas H. Chiacchio, Jr.

UNITED STATES COURT OF APPEALS FOR THE THIRD-APPLICATION FOR ADMISSION TO PRACTICE PART I -- TO BE COMPLETED BY ALL APPLICANTS The undersigned hereby makes application for admi in support of his or her application states that he or she has been admitte Northern District of and is at present a member of the bar of that court in good standing. Texas In compliance with Rule 46.1 of the Local Appellate Rules of the United States Court of Appeals for the Third Circuit, I represent that I am familiar with the contents of the Federal Rules of (1) Civil and Criminal Procedure, and (2) Appellate Procedure, as well as with the Local Appellate Rules and Internal Operating Procedures of this Court, and I further represent that I have read and understand those provisions of the above documents dealing with briefs, motions and appendices. cant's Signature Elizabeth E. Mack Locke Liddell & Sapp LLP Firm Name: 2200 Ross Avenue, Suite 2200 Office Address: Dallas, Texas 75201 MOTION AND CERTIFICATE homas H. Chia (Chia);, a member of the bar of the United States Court of Appeals for the Third Circuit hereby move the admission of (PRINT THE NAME OF THE APPLICANT) _____ Elizabeth E. Mack _____ to practice in the said court and certify that he or she possesses the necessary qualifications and that his or her private and professional character is good. Sponsor's Signature The name of the person signing above will appear on your formal certificate. · Should this individual be a judge, please indicate so on this form.

PART II -- TO BE COMPLETED FOR ADMISSION ON WRITTEN MOTION ONLY

<u>Elizabeth E. Mack</u> , do solemnly swear (or affirm) that I will demean myself as an attorney and counselor of this Court, uprightly and according to

law; and that I will support the Constitution of the United States.

Pamela R. Treni Notary Public, State of Texas My Comm. Expires 05/22/05

Applacant's Signature

SUBSCRIBED AND SWORN TO BEFORE ME THIS 3 Ld DAY , 2001 OF October

in the

NOTE:

amela P. Trem

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Application for Admission to Practice has been served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings, on this day of October, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
. Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Steve Leifer Baker & Botts LLP The Warner 1299 Pennsylvania Ave NW Washington, DC 20004-2400

Candace Walker Marathon Oil Company Law Organization P.O. Box 4813 Houston, TX 77210-4813

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Waterside Mall 401 M Street, S.W. Washington, DC 20460

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730 Michael Webster
Crowley, Haughey, Hanson, Toole &
Dietrich, P.L.L.P.
490 N. 31 Street
Billings, MT 59101

John W. Ross
The Brown Law Firm
315 N. 24th Street
P.O. Drawer 849
Billings, Montana 59103-0849

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

Thomas H. Chiacchio, Jr.

OCT 22 2001

OCT 22 2001

OCT 212 2001

CONTROL OF THE PROPERTY OF THE PROPERT

United States District Court Northern District of Texas



I, Karen Mitchell, Clerk of the United States District Court for the Northern District of Texas, Certify that Clizabeth C. Mack, Bar Number 12761050, was duly admitted to practice in said Court on May 16, 1989, and is in good standing as a member of the bar of said Court.



In testimony whereof, I hereunto set my hand and affix the seal of said Court, at my office in Dallas, Jesus, on this day, October 3, 2001.

Karon Mitcholl Clork

Dee Thomas

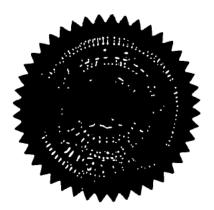
Doo Thomas, Doputy Clark

OCT 20 2001

United States District Court Northern District of Texas



I, Karen Mitchell, Clerk of the United States District Court for the Northern District of Jexas, Certify that Cynthia Keely Jimms, Bar Number 11161450, was duly admitted to practice in said Court on Jebruary 10, 1984, and is in good standing as a member of the bar of said Court.



In testimony whereof, I hereunto set my hand and affer the seal of said Court, at my office in Dallas, Jesus, on this day, October 3, 2001.

Karon Milcholl Clock

Bee Thomas

Doo Thomas, Dopuly Clark

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UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT SAMSON HYDROCARBONS COMPANY, § PETITIONER, PETITION FOR REVIEW

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY,

v.

RESPONDENT.

Samson Hydrocarbons Company hereby petitions the court for review of the Emergency Administrative Order of the United States Environmental Protection Agency, Region VIII, Docket No. SDWA-8-2001-33, issued on September 20, 2001.

Respectfully submitted,

Elizabeth E. Mack

Texas Bar No. 12761050

Cynthia Keely Timms

Texas Bar No. 11161450

LOCKE LIDDELL & SAPP LLP

2200 Ross Avenue, Suite 2200

Dallas, Texas 75201-6776

Telephone: (214) 740-8000

Facsimile: (214) 740-8800

ATTORNEY FOR PETITIONER SAMSON HYDROCARBONS COMPANY

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Petition for Review will be served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings on this 28th day of September, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Michael Webster Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P. 490 N. 31 Street Billings, MT 59101

Steve Leifer
Baker & Botts LLP
The Warner
1299 Pennsylvania Ave NW
Washington, DC 20004-2400

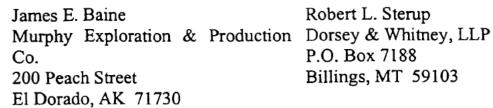
John W. Ross The Brown Law Firm 315 N. 24th Street P.O. Drawer 849 Billings, Montana 59103-0849

Candace Walker Marathon Oil Company Law Organization P.O. Box 4813 Houston, TX 77210-4813

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue N.W. Washington, DC 20460

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530



Robert L. Sterup P.O. Box 7188 Billings, MT 59103

Macle

I further hereby certify that true and correct copies of the foregoing Petition for Review will be served via hand delivery upon the General Counsel pursuant to 40 CFR § 23.12 on the 28th day of September, 2001.

. General Counsel Correspondence Control Unit Office of the General Counsel (2311) U.S. Environmental Protection Agency 1200 Pennsylvania Ave., N.W. Washington, DC 20460

RECEIVED

OCT 22 2001

Office of Enforcement Complished & Environmental Justice

LOCKE LIDDELL & SAPP LLP

2200 Ross Avenue Suite 2200 Dallas, TX 75201-6776

FACSIMILE TRANSMISSION

Main:

(214) 740-8000

Fax:

(214) 740-8800

RUSH

Date:

September 28, 2001

PLEASE DELIVER AS SOON AS POSSIBLE TO:

То	COMPANY	FAX NO. PHONE NO.
Nathan Wiser	EPA	303-312-7331 303-312-6211

FROM:

Elizabeth E. Mack

PHONE (214) 740-8598

Total number of pages including this page: 24

If you do not receive all the pages, please call (214) 740-8098.

Notes:

IMPORTANT/CONFIDENTIAL: This facsimile transmission (and/or the documents accompanying it) may contain confidential information belonging to the sender which is protected by the attorney-client privilege. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this transmission in error, please immediately notify us by telephone to arrange for the return of the documents.

LOCKE LIDDELL & SAPP LLP

ATTORNEYS & COUNSELORS

2200 ROSS AVENUE Suite 2200 Dallas, Texas 75201-6776

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DIRECT NUMBER: (214) 740-8598 email: emack@lockeliddell.com

September 28, 2001

Via Telecopy and U.S. Mail

Mr. Nathan Wiser
U.S. Environmental Protection Agency
Office of Enforcement, Compliance and Environmental Justice
Technical Enforcement Program (8ENF-T)
999 18th Street, Suite 300
Denver, Colorado 80202-2466

Emergency Administrative Order under Section 1431 of the Safe Drinking Water Act, Docket No. SWDA-8-2001-33, filed on September 20, 2001

Dear Mr. Wiser,

Re:

This firm represents Samson Hydrocarbons Company ("Samson Hydrocarbons"), as well as Samson Investment Company ("Samson Investment").

We spoke on September 27, 2001 about removing Samson Investment as a named party on the above-captioned Emergency Administrative Order ("EAO"). You asked that I send you a letter further explaining the reasons why Samson Investment should not be a named party. This letter responds to that request and should not be construed as a waiver of any issues that Samson Hydrocarbons or Samson Investment may raise on appeal.¹

Samson Investment is nothing more than the current parent corporation of Samson Hydrocarbons, which was formerly known as Grace Petroleum Corporation ("Grace Petroleum"). Samson Investment became Samson Hydrocarbons' parent in late 1992, when it purchased Samson Hydrocarbons (then known as Grace Petroleum) from Grace Energy Corporation, a wholly owned subsidiary of W.R. Grace & Co. See Stock Purchase Agreement between Samson Investment Company and Grace Energy Corporation.² Pursuant to Paragraph 15.04 of the Stock Purchase Agreement, upon purchasing Grace Petroleum from Grace Energy, Samson Investment changed the name of Grace

Although this letter is focused on Samson Investment, by focusing on Samson Investment at this time, we do not concede that Samson Hydrocarbons is liable, that it committed any wrongdoing at any time, that its actions caused or contributed to any contamination, or that the EAO is otherwise proper.

² You informed me during our September 27 call that you already have a copy of the GPC Stock Purchase Agreement.

Nathan Wiser September 28, 2001 Page 2

Petroleum to Samson Natural Gas Company. Samson Natural Gas Company ultimately changed its name to SNG Production, which then changed its name to Samson Hydrocarbons. I have attached copies of those records for your review.

Stated simply, prior to 1993, the entity now known as Samson Hydrocarbons was known as Grace Petroleum Corporation. Prior to 1993, Grace Petroleum's parent was Grace Energy, which was a wholly-owned subsidiary of W.R. Grace. Since 1993, Grace Petroleum/Samson Hydrocarbons' parent has been Samson Investment. Samson Investment is not now and has never been in any way related to W.R. Grace & Co. or Grace Energy. Moreover, prior to 1993, Samson Investment had no relationship with Grace Petroleum.

The EAO acknowledges the parent/subsidiary relationship between Samson Hydrocarbons and Samson Investment. See EAO at ¶6. The EAO also makes clear that the alleged events giving rise to the order against Samson Investment and Samson Hydrocarbons occurred between 1954 and 1984, concluding well before Samson Investment ever became the parent of the company now known as Samson Hydrocarbons, formerly known as Grace Petroleum. Indeed, there is no allegation of wrongdoing by Samson Investment; the only possible connection Samson Investment has to the events alleged in the EAO is that it is currently the parent of Samson Hydrocarbons. That alleged connection is simply not enough.

Because Samson Investment did not even enter the picture until 1993, years after the alleged events in question, there cannot be a genuine dispute that Samson Investment did not cause or contribute to the contamination that the EAO seeks to address.

Just as important, the EPA cannot hold Samson Investment derivatively liable for the alleged acts of the former Grace Petroleum. "It is a general principle of corporate law deeply 'ingrained in our economic and legal systems' that a parent corporation (so-called because of control through ownership of another corporation's stock) is not liable for the acts of its subsidiaries." See United States v. Best Foods, 524 U.S. 51, 61 (1998)(quoting Douglas & Shanks, Insulation from Liability Through Subsidiary Corporations, 39 Yale L.J. 193 (1929)). The only exceptions to this fundamental principle of corporate law are simply not applicable here, where Samson Investment became the parent eight years after the last acts alleged against Grace Petroleum. Thus, as a matter of law, there can be no derivative liability growing out of the parent-subsidiary relationship.

You asked for further documentation supporting our position that Samson Investment should not be a named party. The most relevant document is the Stock Purchase Agreement, which you already have. The Stock Purchase Agreement establishes that Samson Investment purchased the stock of Grace

Nathan Wiser September 28, 2001 Page 3

Petroleum, thereby purchasing Grace Petroleum itself. Indeed, the Stock Purchase Agreement creates the parent/subsidiary relationship described in the EAO and in this letter. It is fundamental that one corporation's ownership of a second corporation's stock simply makes the first corporation the parent of the second. Best Foods, 524 U.S. at 61. The Stock Purchase Agreement also establishes that the parent subsidiary relationship between Samson Investment and Grace Petroleum/Samson Hydrocarbons did not begin until early 1993, many years after the dates identified in the EAO.³

During our conversation, you asked me whether the Youpee plaintiffs had sued Samson Investment. The Youpee plaintiffs only sued Samson Hydrocarbons, not Samson Investment.

Because there is no legal or factual basis for issuing the EAO against Samson Investment, we ask that you amend the EAO to remove Samson Investment Company as a named party.

We thank you for your consideration of these issues. If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,

Elizabeth E. Mack

Enclosures

cc: Jack Canon

³ For your information, I have enclosed the Agreement of Merger of Polumbus Petroleum Corporation and Teal Petroleum Corporation into Grace Petroleum Corporation (the "Merger Agreement"). The Grace Petroleum Corporation Stock Purchase Agreement, the attached name change documents, and the Merger Agreement demonstrate that Polumbus Petroleum Corporation (identified in ¶ 60 of the EAO) merged into Grace Petroleum and that Grace Petroleum was subsequently renamed Samson Hydrocarbons, after being purchased by Samson Investment.

SEP 28 01 09:22AM SAMSON 918 591 1718

CERTIFICATE OF IMENDMENT OF CERTIFICATE OF INCORPORATION

	Grace Petroleum Corporation			
3 6	Grace Petroleum Corporation corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,			
_	OES HEREBY CERTIFY: RST: That are a meeting of the Board of Directors of Grace Petroleum Corporation on January 21_1			
res	solutions were duly adopted setting, forth a proposed amendment of the Certificate of Incorporation of said importation, declaring said amendment to be advisable and calling a meeting or the stockholders of said corporation of consideration thereof. The resolution setting forth the proposed amendment is as follows: RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered. First "so that, as amended said Article shall be and read as follows:			
	- The corporation's name is Samson Natural Gas Company			
SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment. IN WITNESS WHEREOF said Grace Petroleum Corporation.				
	Is caused this certificate to be signed by			
hā	C. Philip Tholen.			
-	Annabel M. Jones, its Secretary,			
	is 21st day of January 19 93			
	ATTEST: Company of the longs			
	ginged it works			
	FILED			

11:43 AZY AN 22 1993

Secretary or States

P.5

SEP 28 '01 09:21AM SAMSON 918 591 1718

State of Delaware

PAGE 1

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARYOF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GRACE PETROLEUM CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "SANSON NATURAL GAS COMPANY", ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1993, AT 11:43 O'CLOCK A.M.

William J. Zullen

Secretary of State

AUTHENTICATION:

01/26/1993

DATE:

SEP 28 '81 '89 21 AM SAMSON 818 59 25 18 9: 25 CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

Of SEP 28 AT 9:25

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AT 04/21/1993 931125084 - 794036

Samson Natural Gas Co	
a corporation organized and existing	under and by virtue of the General Corporation Law of the State of Delaware,
DOES HEREBY CERTIFY:	
FIRST: That area meeting of the Board o	of Directors of Samson Natural Gas Company on April 19, 19
corporation, declaring said amendmen	ng forth a proposed amendment of the Certificate of Incorporation of said not so be advisable and calling a meeting of the stockholders of said corporation from setting forth the proposed amendment is as follows:
RESOLVED, that the Certificate of	of Incorporation of this corporation be amended by changing the Article
thereof numbered "FIEST	"so that, as amended, said Article shall be and read as follows:
	ame is SNB Production Company

Corporation Law of the State of Delaw	
OURTH: That me capital of raid corpo	oration shall not be reduced under or by reason of said amendment.
WITNESS WHEREOF, saidSA	mson Natural Gas Company
as caused this certificate to be signed i	by .
C. Philip Tholen	, its President,
	, its Secretary,
is 19th day of Apri	
day of	. 19_22
	20'01 000
•	By: President C. Philip Tholen
	2 ACC
	18 14 6 038 MIC 16100
	ATTEST: DILINE THE TOTAL

AMENDMENT Day 1000/7/0481

estates.

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P.3

SEP 28 '01 09:21AM SAMSON 918 591 1718

· State of Delaware

PAGE 1

Office of the Secretary of State

I. WILLIAM T. QUILLEN. SECRETARYOF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTERY THAT THE SALE "SANSON NATURAL GAS COMPANY". FILED A SERTIFICATE OF AMENDMENT CHANGING ITS CORPORATE TITLE TO "SNG PRODUCTION COMPANY". ON THE TWENTY-FIRST DAY OF APRIL. A B 1993. AT 9 O'GLOCK A.M.



William J. Zuller

William T. Quillen, Secretary of State

AUTHENTICATION:

05/17/1993

DATE:

P.Z

SEP 28 '01 09: ZIAM SAMSON 918 591 1718

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

:,	SNG Production Company
>	a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.
	DOES HEREBY CERTIFY
>	FIRST: That at a meeting of the Board of Directors of SNG Production Company
	resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows: RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered. First
	The corporation's asme is Samson Rydrocarbons Company
: :	SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. FOURTH. That the capital of said corporation shall not be reduced under or by reason of said amendment. N WITNESS WHEREOF, said SNG Production Company
1	has caused this certificate to be signed by
	Jack A. Ganon its Senior Vice President,
•	nd Annabel M. Jones its Secretary.
	his 28th day of December 19 94
	By, Sanior Vice President Ounabel M Opno

Taresteronol (NDVIEAL STATE OF DELAMARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 12/29/1994 944259407 - 794036 SEP 28 '01 02: 26PM SAMSON 918 591 1718 OF MERGER

POLUMBUS PETROLEUM CORPORATION AND TEAL PETROLEUM COMPANY INTO

GRACE PETROLEUM CORPORATION

-30 /33 73

The undersigned corporations, pursuant to Section 7-7-107.

of the Colorado Corporation Code, as amended, hereby execute the C

following articles of marger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

Polumbus Petroleum Corporation Grace Petroleum Corporation Teal Petroleum Company Colorado Delaware Delaware

ARTICLE TWO

The laws of the State under which such foreign corporations are organized permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Grace Petroleum Corporation and it shall be governed by the laws of the State of Delavare.

ARTICLE FOUR

The plan of merger is as set forth in Exhibit A attached hereto.

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote on the merger and the number and designation of shares of any class entitled to vote as a class on the

Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to vote as a Class	Number of Shares of Such Class
10,000	10,000	common	10,000
12	12	commos.	12
· .10	10	common 78	10
	of Shares Outstanding 10,000	Total Number of Shares Entitled to Vote 10,000 10,000 12 12	Total Number of Shares Class Entitled to vote of Shares Outstanding Vote as a Class 10,000 10,000 common 12 12 common

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As to each corporation, the number of shares voted for and against the plan of merger, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Sheres Voted for	Shares Voted Against
Polumbus Petroleum Corporation	10,000	. 0	Common	10,000	. 0
Grace Petroleum Corporation	12	о .	Common	12	•
Teal Petroleum Company	10	· · •	Common	. 10	0

ARTICLE SEVEN

All provisions of the law of the State of Colorado and the State of Delaware applicable to the proposed merger have been complied with.

ARTICLE EIGHT

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Colorado:

- the State of Colorado in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Colorado which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Colorado against the surviving or new corporation:
- 2. The Secretary of State of the State of Colorado shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding: the address to which the service of process in any such proceeding shall be mailed is Grace Petroleum Corporation, 6501 North Broadway, Oklahoma City, Oklahoma 73116.

SEP 28 '01 02:27PM SAMSON 918 591 1718 .

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Colorado which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Colorado Corporation Code" with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name as of the 29th day of August, 1978.

Polumbus Petroleum Corporation

Grace Petroleum Corporation

Teal Petroleum Company

SEP 28 '01 02:27PM SAMSON 918 591 1718

STATE OF TEXAS)

OUNTY OF DALLAS)

1825

the said County and State, personally appeared R.W. County and State, personally appeared R.W. County and Colored who acknowledged before me that they are the vice President and Assistant Secretary, respectively, of Polumbus Petroleum Corporation, a Colorado corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August, 1978.

My commission expires

7___

Notary Public

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, bila on all, a Notary Public in and for the said County and State, personally appeared on freed and lathough his libertary who acknowledged before me that they are the Vice President and Secretary, respectively, of Grace Petroleum Corporation, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

3/9/79

STATE OF TEXAS) SS.
COUNTY OF DALLAS)

Before me, from ormally, a Notary Public in and for the said County and State, personally appeared R.W. Canner and Alland. Fill the who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Teal Petroleum Company, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

SEP 28 '01 02:27PM SAMSON 918 591 1718

AGREEMENT AND PLAN OF MERGER
OF POLUMBUS PETROLEUM CORPORATION AND

1327

TEAL PETROLEUM COMPANY INTO GRACE PETROLEUM CORPORATION

AGREEMENT AND PLAN OF MERGER dated August 29th, 1978 made and entered into by and between Polumbus Petroleum Corporation, a Colorado corporation having its principal office at Three Park Central, Suite 200, 1515 Arapahoe Street, Denver, Colorado 80202, Teal Petroleum Company, a Delaware corporation having its principal office at 900 Dresser Tower, 601 Jefferson Street, Houston, Texas 77002 (said corporations herein together called the "Companies") and Grace Petroleum Corporation, a Delaware corporation having its principal office at 300 Prentice Building, North Broadway Plaza, Oklahoma City, Oklahoma (herein called "Grapetco").

WHEREAS the laws of the State of Colorado and the State of Delaware permit the merger of the Companies with and into Grapetco;

WHEREAS the respective Boards of Directors of the Companies and Grapetco deem it desirable and in the best interests of their respective corporations and stockholders to merge the Companies with and into Grapetco, and have approved this Plan for that purpose; and

NOW THEREFORE in consideration of the covenants and agreements contained in this Plan, and in order to prescribe the terms and conditions of the merger contemplated by this Plan and the mode of carrying such merger into effect, the parties hereto agree as follows:

1. Terms and effect of merger:

- 1.01 The Companies and Grapetco are the constituent corporations as contemplated by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado, and Grapetco is the surviving corporation as contemplated by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado. At the Effective Time (as defined in Section 3.02 of this Plan) and pursuant to the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado,
 - (a) The Companies shall be merged with and into Grapetco and the separate existence of the Companies shall cease.
 - (b) Grapetco shall be the surviving corporation, and shall continue for all purposes whatsoever.

P.8

SEP 28 '01 02:28PM SAMSON 918 591 1718 ...

(c) The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Grapetco in effect at the Effective Time which shall remain unchanged and unaffected by the merger until amended as provided by law.

- (d) The By-Laws of the surviving corporation shall be the By-Laws of Grapetco in effect at the Effective Time which shall remain unchanged and unaffected by the merger until amended as provided by law.
- (e) The persons who are the directors of Grapetco at the Effective Time shall continue as directors of the surviving corporation until their respective successors are duly elected and qualified.
- (f) The persons who are officers of Grapetco at the Effective Time shall continue as such officers of the surviving corporation until the Board of Directors of the surviving corporation shall otherwise determine.
 - (g) The capital stock of each of the constituent corporations shall be treated as follows:
 - (i) All shares of capital stock of Grapetco which at the Effective Time have been issued shall remain unchanged and shall not be affected by merger.
 - (ii) Each share of capital stock of the Companies (whether outstanding or held in the treasury of the Companies) and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, automatically and forthwith be extinguished and cancelled and cease to exist.
- 1.02 At the Effective Time the constituent corporations shall become a single corporation and Grapetco shall continue to exist as the surviving corporation and shall thereupon and thereafter pursuant to the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado, possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all property and things in action belonging to each of the constituent corporations shall be vested in Grapetco without further act or deed, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to Grapetco, all in the manner and to the full extent provided by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado.
- 1.03 Surplus of the constituent corporations which was available for the payment of dividends or of other distributions to stockholders immediately prior to the merger contemplated by this Plan shall continue to be so available to Grapetco for such payments to the same extent as before such merger, except as otherwise required by law.

SEP 28 '01 02:28PM SAMSON 918 591 1718

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2. Further assurances:

2:01 At any time and from time to time at and after the Effective Time, the officers of the Companies shall, at the request and expense of Grapetco, execute and deliver or cause to be executed and delivered all such deeds, documents and instruments and take or cause to be taken all such other action as Grapetco may reasonably deem necessary or desirable in order to more fully and effectively vest in Grapetco, or to confirm Grapetco's title to and possession of all of the rights, priviliges, immunities, franchises, properties, assets and choses in action of the Companies, or to assist Grapetco in exercising rights with respect thereto, or otherwise to carry out the intents and purposes of this Plan.

Definitions:

For purposes of this Plan, the following defined terms shall have the meanings set forth in this Article 3. All Article and Section numbers used herein refer to Articles and Sections of this Plan unless otherwise specifically described.

- 3.01 "Plan" means this Agreement and Plan of Merger.
- 3.02 "Effective Time" means the date on which the last of the following actions is completed:
 - (a) Statement of Merger is filed with the Secretary of State of the State of Colorado pursuant to section 7-7-107 and 7-7-104 of the Corporation Code of the State of Colorado.
 - (b) A Certificate of Merger is filed with the Secretary of State of the State of Delaware in accordance with Sections 252 and 103 of the General Corporation Law of the State of Delaware.

SEP 28 '01 02:28PM SAMSON 918 591 1718 .

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written

POLUMBUS PETROLEUM CORPORATION

TEAL PETROLEUM COMPANY

ATTEST:

GRACE PETROLEUM CORPORATION

)

COUNTY OF DALLAS)

Before me,

Counses a Notary Public in and for

and Attend I fight sege who acknowledged before me that they are

the Vice President and Assistant Secretary, respectively, of Polumbus Petroleum Corporation, a Colorado corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August, 1978.

My commission expires _

Notary Public

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

for the said County and State, personally appeared for the said County and State, personally appeared for further and secretary, respectively, of Grace Petroleum Corporation, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires ___

The Connolly

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, la consola, a Notary Public in and for the said County and State, personally appeared L. W. Corna and Lating L. Lating who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Teal Petroleum Company, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

CERTIPICATE

I, Anthony G. Riddlesperger, Secretary of Grace Petroleum Corporation, a corporation organized and existing under the laws of the State of Delaware, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached was duly approved and adopted by the directors of said Corporation under subsections 252(e) and 251(f) of the General Corporation Law of the State of Delaware as the act and deed of said Corporation; that no action of the shareholders of said Corporation was necessary under said subsections 252(e) and 251(f), and that, as of the date of this certificate, the outstanding shares of said Corporation were such as to render said subsections applicable.

IN WITNESS WHEREOF. I have hereunto set my hand and affixed the seal of this Corporation this 29th day of August. 1978.

anthon & Riddleggy

CERTIFICATE

I, Anthony G. Riddlesperger, Assistant Secretary of Teal Petroleum Company, a Corporation organized and existing under the laws of the State of Delaware, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached was duly approved and adopted, pursuant to sections 252(c), 251 (c) and 228 of the General Corporation Law of the State of Delaware, by the unanimous written consent of the sole stockholder holding ten shares of the capital stock of the Corporation, the same being all of the shares issued and outstanding having voting power.

IN VITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this Corporation this 29th day of August, 1978.

Assistant Secretary

SEP 28 '01 02:29PM SAMSON 918 591 1718

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Corporation Code of the State of Colorado, the Vice President of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement and Plan of Merger, as the respective act, deed and agreement of each of said corporations, on this 29th day of August, 1978.

Teal Petroleum Company

ATTEST:

anthon & Rollinger

Polumbus Petroleum Corporation

ATTEST:

Assistant Secretary

Grace Petroleum Corporation

ATTROT.

Secretary Secretary

SEP 28 2001 16							79037#76	5589 P.24
WITH AM	ENDMENTS			MITH CHA	NGE OF	NAME AP	ENDHENT.	
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		ARTICLES	OF MERGE	R	· .		· · ·	
	· ·		. OF	•				

POLUMBUS PETROLEUM CORPORATION

(Colorado Corporation)

AND:

TEAL PETROLEUM COMPANY (Delaware Corporation — Qualified)

INTO

GRACE PETROLEUM CORPORATION (Delaware Corporation - Qualified)

THE SURVIVOR

DOMESTIC

STATE OF COLCILATED

STATE

STATE

And consolere copy of the document filed in this office and comitted tracord in Fire No.

DATED:

Secretary of State

Secretary of State



SECRETARY OF STATES

LOCKE LIDDELL & SAPP LLP

ATTORNEYS & COUNSELORS

2200 ROSS AVENUE SUITE 2200 DALLAS, TEXAS 75201-6776

Austin . Dallas . Houston . New Orleans

(214) 740-8000 Fax: (214) 740-8800 www.lockeliddell.com

DIRECT NUMBER: (214) 740-8598 email: emack@lockeliddell.com

September 28, 2001

Via Telecopy and U.S. Mail

Mr. Nathan Wiser
U.S. Environmental Protection Agency
Office of Enforcement, Compliance and Environmental Justice
Technical Enforcement Program (8ENF-T)
999 18th Street, Suite 300
Denver, Colorado 80202-2466

Re: Emergency Administrative Order under Section 1431 of the Safe Drinking Water Act, Docket No. SWDA-8-2001-33, filed on September 20, 2001

Dear Mr. Wiser,

This firm represents Samson Hydrocarbons Company ("Samson Hydrocarbons"), as well as Samson Investment Company ("Samson Investment").

We spoke on September 27, 2001 about removing Samson Investment as a named party on the above-captioned Emergency Administrative Order ("EAO"). You asked that I send you a letter further explaining the reasons why Samson Investment should not be a named party. This letter responds to that request and should not be construed as a waiver of any issues that Samson Hydrocarbons or Samson Investment may raise on appeal.¹

Samson Investment is nothing more than the current parent corporation of Samson Hydrocarbons, which was formerly known as Grace Petroleum Corporation ("Grace Petroleum"). Samson Investment became Samson Hydrocarbons' parent in late 1992, when it purchased Samson Hydrocarbons (then known as Grace Petroleum) from Grace Energy Corporation, a wholly owned subsidiary of W.R. Grace & Co. See Stock Purchase Agreement between Samson Investment Company and Grace Energy Corporation. Pursuant to Paragraph 15.04 of the Stock Purchase Agreement, upon purchasing Grace Petroleum from Grace Energy, Samson Investment changed the name of Grace

² You informed me during our September 27 call that you already have a copy of the GPC Stock Purchase Agreement.



¹ Although this letter is focused on Samson Investment, by focusing on Samson Investment at this time, we do not concede that Samson Hydrocarbons is liable, that it committed any wrongdoing at any time, that its actions caused or contributed to any contamination, or that the EAO is otherwise proper.

Nathan Wiser September 28, 2001 Page 2

Petroleum to Samson Natural Gas Company. Samson Natural Gas Company ultimately changed its name to SNG Production, which then changed its name to Samson Hydrocarbons. I have attached copies of those records for your review.

Stated simply, prior to 1993, the entity now known as Samson Hydrocarbons was known as Grace Petroleum Corporation. Prior to 1993, Grace Petroleum's parent was Grace Energy, which was a wholly-owned subsidiary of W.R. Grace. Since 1993, Grace Petroleum/Samson Hydrocarbons' parent has been Samson Investment. Samson Investment is not now and has never been in any way related to W.R. Grace & Co. or Grace Energy. Moreover, prior to 1993, Samson Investment had no relationship with Grace Petroleum.

The EAO acknowledges the parent/subsidiary relationship between Samson Hydrocarbons and Samson Investment. See EAO at ¶6. The EAO also makes clear that the alleged events giving rise to the order against Samson Investment and Samson Hydrocarbons occurred between 1954 and 1984, concluding well before Samson Investment ever became the parent of the company now known as Samson Hydrocarbons, formerly known as Grace Petroleum. Indeed, there is no allegation of wrongdoing by Samson Investment; the only possible connection Samson Investment has to the events alleged in the EAO is that it is currently the parent of Samson Hydrocarbons. That alleged connection is simply not enough.

Because Samson Investment did not even enter the picture until 1993, years after the alleged events in question, there cannot be a genuine dispute that Samson Investment did not cause or contribute to the contamination that the EAO seeks to address.

Just as important, the EPA cannot hold Samson Investment derivatively liable for the alleged acts of the former Grace Petroleum. "It is a general principle of corporate law deeply 'ingrained in our economic and legal systems' that a parent corporation (so-called because of control through ownership of another corporation's stock) is not liable for the acts of its subsidiaries." See United States v. Best Foods, 524 U.S. 51, 61 (1998)(quoting Douglas & Shanks, Insulation from Liability Through Subsidiary Corporations, 39 Yale L.J. 193 (1929)). The only exceptions to this fundamental principle of corporate law are simply not applicable here, where Samson Investment became the parent eight years after the last acts alleged against Grace Petroleum. Thus, as a matter of law, there can be no derivative liability growing out of the parent-subsidiary relationship.

You asked for further documentation supporting our position that Samson Investment should not be a named party. The most relevant document is the Stock Purchase Agreement, which you already have. The Stock Purchase Agreement establishes that Samson Investment purchased the stock of Grace

Nathan Wiser September 28, 2001 Page 3

Petroleum, thereby purchasing Grace Petroleum itself. Indeed, the Stock Purchase Agreement creates the parent/subsidiary relationship described in the EAO and in this letter. It is fundamental that one corporation's ownership of a second corporation's stock simply makes the first corporation the parent of the second. *Best Foods*, 524 U.S. at 61. The Stock Purchase Agreement also establishes that the parent subsidiary relationship between Samson Investment and Grace Petroleum/Samson Hydrocarbons did not begin until early 1993, many years after the dates identified in the EAO.³

During our conversation, you asked me whether the Youpee plaintiffs had sued Samson Investment. The Youpee plaintiffs only sued Samson Hydrocarbons, not Samson Investment.

Because there is no legal or factual basis for issuing the EAO against Samson Investment, we ask that you amend the EAO to remove Samson Investment Company as a named party.

We thank you for your consideration of these issues. If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,

Elizábeth E. Mack

Enclosures

cc: Jack Canon

³ For your information, I have enclosed the Agreement of Merger of Polumbus Petroleum Corporation and Teal Petroleum Corporation into Grace Petroleum Corporation (the "Merger Agreement"). The Grace Petroleum Corporation Stock Purchase Agreement, the attached name change documents, and the Merger Agreement demonstrate that Polumbus Petroleum Corporation (identified in ¶ 60 of the EAO) merged into Grace Petroleum and that Grace Petroleum was subsequently renamed Samson Hydrocarbons, after being purchased by Samson Investment.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

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Corporation	on Law of the State of I	Oclaware					
FOURTH:	That the capital of said	corporation sha	all nos be	reduced und	let or by teason o	of said amend	ment.
IN WITNE	SS WHEREOF. said	Grace P	etrole	um Corpora	tion		
has caused	I this certificate to be si	gned by					
	C. Philip Thalen						its President,
	Annabel M. Jones						, its Secretary,
						•	2,110 000 - 10-2,1
this	21st day of	January		, 19 <u>_93</u>			
			D	r. Di	Takley	len -	
			BY:	<u> </u>	President Abel W	C. Philip	Tholen
				all	abel M	anos or	1)
			ATTE	ST:	Secretary	Annabel I	1. Jones

FILED

11:43 AM 22 1993

Secretary Or State

State of Delaware

PAGE 1

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARYOF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GRACE PETROLEUM CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "SAMSON NATURAL GAS COMPANY", ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1993, AT 11:43 O'CLOCK A.M.

William J. Jullen

Secretary of State

AUTHENTICATION:

01/26/1993

DATE:

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

010.00 ~ 8:25

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 04/21/1993 931125084 - 794036

Samson Natural Gas Company a corporation organized and existing under and	by virtue of the General Corporation Law of the State of Delawate,
DOES HEREBY CERTIFY:	Company on April 19. 1
FIRST: That at a meeting of the Board of Directors	of Samson Natural Gas Company on April 19, 1
resolutions were duly adopted setting forth a corporation, declaring said amendment to be advisor consideration thereof. The resolution setting	proposed amendment of the Certificate of Incorporation of said visable and calling a meeting of the stockholders of said corporation y forth the proposed amendment is as follows:
RESOLVED, that the Certificate of Incorpor	ration of this corporation be amended by changing the Article
	so that, as amended, said Article shall be and read as follows:
" The cornoration's name is S	SNB Production Company
105 101 105	•
aw of the State of Delaware at which meet	ing the necessary number of shares as required by statute were
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AMENUMENT DOC 10-05/FEBLES

State of Delaware

PAGE 1

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARYOF STATE OF THE STATE OF DELAWARE, DO HEREN CERTIFY THAT THE SALD "SAMSON NATURAL GAS COMPANY", FILED A CERTIFICATE OF AMENDMENT CHANGING ITS CORPORATE TITLE TO "SNG PRODUCTION COMPANY", ON THE TWENTY-FIRST DAY OF APRIL, A.D. 1993, AT 9 O'CLOCK A.M.



William T. Duillen Secretary of State

William T. Quillen, Secretary of State *3901075

AUTHENTICATION:

05/17/1993

DATE:

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

:,	SNG Production Company
٥	a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.
	DOES HEREBY CERTIFY
>	FIRST: That at a meeting of the Board of Directors of SNG Production Company
	resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:
	RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article
	thereof numbered "First so that, as amended, said Article shall be and read as follows:
	The corporation's name is Samson Hydrocarbons Company
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
;	SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the Ceneral Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
4	THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
	FOURTH. That the capital of said corporation shall not be reduced under or by reason of said amendment.
	IN WITNESS WHEREOF, said SNG Production Company
	has caused this certificate to be signed by
	Jack A. Canon its Senior Vice President,
	and Annabel M. Jones
	inis 28th day of December 19 94
	BY: Senior Vice President Charabel M John
	Secretary
	STATE OF DELAWARE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/1994
944259407 - 794036

SEP 28 '81 02: 26PM SAMSON 318 591 1719 OF MERGER . ..

POLUMBUS PETROLEUM CORPORATION AND TEAL PETROLEUM COMPANY

INTO GRACE PETROLEUM CORPORATION

of the Colorado Corporation Code, as amended, hereby execute the E following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

30 :33 70

Polumbus Petroleum Corporation Grace Petroleum Corporation Teal Petroleum Company

Colorado Delaware Delaware

ARTICLE TWO

The laws of the State under which such foreign corporations are organized permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Grace Petroleum Corporation and it shall be governed by the laws of the State of Delaware.

ARTICLE FOUR

The plan of merger is as set forth in Exhibit A attached hereto.

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote on the merger and the number and designation of shares of any class entitled to vote as a class on the

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to vote as a Class	Number of Shares of Such Class
Polumbus Pe- troleum Cor- poration	10,000	10,000	соптоп	10,000
Grace Pe- troleum Cor- poration	12	, 12	comnog.	12
Teal Petro- leum Com- pany	10	. 10	сошшо д /78	10

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As to each corporation, the number of shares voted for and against the plan of merger, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
Polumbus . Petroleum Corporation	10,000	. 0	Соптоп	10,000	0 .
Grace Petroleum Corporation	12	0	Common .	12	0
Teal Petroleum Company	10	. 0	Common	. 10	0

ARTICLE SEVEN

All provisions of the law of the State of Colorado and the State of Delaware applicable to the proposed merger have been complied with.

ARTICLE EIGHT

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Colorado:

- 1. The surviving corporation may be served with process in the State of Colorado in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Colorado which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Colorado against the surviving or new corporation;
- 2. The Secretary of State of the State of Colorado shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Grace Petroleum Corporation, 6501 North Broadway, Oklahoma City, Oklahoma 73116.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Colorado which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Colorado Corporation Code" with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name as of the 29th day of August, 1978.

Polumbus Petroleum Corporation

y Vice President

and Anthon & Ruddleggy

Grace Petroleum Corporation

Vice Presiden

and author & Ruddlegy

Teal Petroleum Company

by Miles President

nd Cultury J. Riddle

Assistant Secretary

STATE OF TEXAS)

Output

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Before me, Convolue a Notary Public in and for the said County and State, personally appeared R.W. Connominated and Confirm A. Riddle pace who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Polumbus Petroleum Corporation, a Colorado corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August, 1978.

My commission expires

Notary Public

STATE OF TEXAS)

COUNTY OF DALLAS)

Before me, bila connection, a Notary Public in and for the said County and State, personally appeared on the little and luthrand hiddle trans who acknowledged before me that they are the Vice President and Secretary, respectively, of Grace Petroleum Corporation, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

3/9/79

STATE OF TEXAS) ; ss. COUNTY OF DALLAS)

Before me, Silver Consolly, a Notary Public in and for the said County and State, personally appeared R.W. Cannon and College Month Relatives who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Teal Petroleum Company, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

AGREEMENT AND PLAN OF MERGER
OF POLUMBUS PETROLEUM CORPORATION AND

1327

TEAL PETROLEUM COMPANY INTO

GRACE PETROLEUM CORPORATION

AGREEMENT AND PLAN OF MERGER dated August 29th, 1978 made and entered into by and between Polumbus Petroleum Corporation, a Colorado corporation having its principal office at Three Park Central, Suite 200, 1515 Arapahoe Street, Denver, Colorado 80202, Teal Petroleum Company, a Delaware corporation having its principal office at 900 Dresser Tower, 601 Jefferson Street, Houston, Texas 77002 (said corporations herein together called the "Companies") and Grace Petroleum Corporation, a Delaware corporation having its principal office at 300 Prentice Building, North Broadway Plaza, Oklahoma City, Oklahoma (herein called "Grapetco").

WHEREAS the laws of the State of Colorado and the State of Delaware permit the merger of the Companies with and into Grapetco;

WHEREAS the respective Boards of Directors of the Companies and Grapetco deem it desirable and in the best interests of their respective corporations and stockholders to merge the Companies with and into Grapetco, and have approved this Plan for that purpose; and

NOW THEREFORE in consideration of the covenants and agreements contained in this Plan, and in order to prescribe the terms and conditions of the merger contemplated by this Plan and the mode of carrying such merger into effect, the parties hereto agree as follows:

1. Terms and effect of merger:

- 1.01 The Companies and Grapetco are the constituent corporations as contemplated by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado, and Grapetco is the surviving corporation as contemplated by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado. At the Effective Time (as defined in Section 3.02 of this Plan) and pursuant to the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado,
 - (a) The Companies shall be merged with and into Grapetco and the separate existence of the Companies shall cease.
 - (b) Grapetco shall be the surviving corporation, and shall continue for all purposes whatsoever.

- (c) The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Grapetco in effect at the Effective Time which shall remain unchanged and unaffected by the merger until amended as provided by law.
- (d) The By-Laws of the surviving corporation shall be the By-Laws of Grapetco in effect at the Effective Time which shall remain unchanged and unaffected by the merger until amended as provided by law.
- (e) The persons who are the directors of Grapetco at the Effective Time shall continue as directors of the surviving corporation until their respective successors are duly elected and qualified.
- (f) The persons who are officers of Grapetco at the Effective Time shall continue as such officers of the surviving corporation until the Board of Directors of the surviving corporation shall otherwise determine.
- (g) The capital stock of each of the constituent corporations shall be treated as follows:
 - (i) All shares of capital stock of Grapetco which at the Effective Time have been issued shall remain unchanged and shall not be affected by merger.
 - (ii) Each share of capital stock of the Companies (whether outstanding or held in the treasury of the Companies) and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, automatically and forthwith be extinguished and cancelled and cease to exist.
- 1.02 At the Effective Time the constituent corporations shall become a single corporation and Grapetco shall continue to exist as the surviving corporation and shall thereupon and thereafter pursuant to the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado, possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all property and things in action belonging to each of the constituent corporations shall be vested in Grapetco without further act or deed, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to Grapetco, all in the manner and to the full extent provided by the General Corporation Law of the State of Delaware and the Corporation Code of the State of Colorado.
- 1.03 Surplus of the constituent corporations which was available for the payment of dividends or of other distributions to stock-holders immediately prior to the merger contemplated by this Plan shall continue to be so available to Grapetco for such payments to the same extent as before such merger, except as otherwise required by law.

2. Further assurances:

2.01 At any time and from time to time at and after the Effective Time, the officers of the Companies shall, at the request and expense of Grapetco, execute and deliver or cause to be executed and delivered all such deeds, documents and instruments and take or cause to be taken all such other action as Grapetco may reasonably deem necessary or desirable in order to more fully and effectively vest in Grapetco, or to confirm Grapetco's title to and possession of all of the rights, priviliges, immunities, franchises, properties, assets and choses in action of the Companies, or to assist Grapetco in exercising rights with respect thereto, or otherwise to carry out the intents and purposes of this Plan.

Definitions:

For purposes of this Plan, the following defined terms shall have the meanings set forth in this Article 3. All Article and Section numbers used herein refer to Articles and Sections of this Plan unless otherwise specifically described.

- 3.01 "Plan" means this Agreement and Plan of Merger.
- 3.02 "Effective Time" means the date on which the last of the following actions is completed:
 - (a) Statement of Merger is filed with the Secretary of State of the State of Colorado pursuant to section 7-7-107 and 7-7-104 of the Corporation Code of the State of Colorado.
 - (b) A Certificate of Merger is filed with the Secretary of State of the State of Delaware in accordance with Sections 252 and 103 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the parties have executed this instrument on the date first above written.

POLUMBUS PETROLEUM CORPORATION

By Vice President

ATTEST:

Assistant Secretary

TEAL PETROLEUM COMPANY

Y Vice President

ATTEST:

Assistant Secretary

GRACE PETROLEUM CORPORATION

President

ATTEST:

Secretary Secretary

COUNTY OF DALLAS)

Before me, file Countly a Notary Public in and for the said County and State, personally appeared R. W. Causer and Atlant H. Lidherege who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Polumbus Petroleum Corporation, a Colorado corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August, 1978.

My commission expires

Notary Public

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, file annully, a Notary Public in and for the said County and State, personally appeared for Australian And Internal Lindschape who acknowledged before me that they are the Vice President and Secretary, respectively, of Grace Petroleum Corporation, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires

File Connolly.

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, Connolly, a Notary Public in and for the said County and State, personally appeared L. W. Connolland and County and State, personally appeared L. W. Connolland and County and Assistant Secretary, respectively, of Teal Petroleum Company, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires 3

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

Before me, Siles Connelly, a Notary Public in and for the said County and State, personally appeared L. W. Connell and Lattern for Milling who acknowledged before me that they are the Vice President and Assistant Secretary, respectively, of Teal Petroleum Company, a Delaware corporation and that they signed the foregoing document as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and seal this 29th day of August A.D. 1978.

My commission expires 3/9/

CERTIFICATE

I, Anthony G. Riddlesperger, Secretary of Grace Petroleum Corporation, a corporation organized and existing under the laws of the State of Delaware, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached was duly approved and adopted by the directors of said Corporation under subsections 252(e) and 251(f) of the General Corporation Law of the State of Delaware as the act and deed of said Corporation; that no action of the shareholders of said Corporation was necessary under said subsections 252(e) and 251(f), and that, as of the date of this certificate, the outstanding shares of said Corporation were such as to render said subsections applicable.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this Corporation this 29th day of August, 1978.

.

CERTIFICATE

I, Anthony G. Riddlesperger, Assistant Secretary of Teal Petroleum Company, a Corporation organized and existing under the laws of the State of Delaware, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached was duly approved and adopted, pursuant to sections 252(c), 251 (c) and 228 of the General Corporation Law of the State of Delaware, by the unanimous written consent of the sole stockholder holding ten shares of the capital stock of the Corporation, the same being all of the shares issued and outstanding having voting power.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this Corporation this 29th day of August, 1978.

Assistant Secretary

Cutton & Riddles

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Corporation Code of the State of Colorado, the Vice President of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary or Assistant Secretary of each corporate party thereto does now hereby attest the said Agreement and Plan of Merger, as the respective act, deed and agreement of each of said corporations, on this 29th day of August, 1978.

Teal Petroleum Company

ATTEST:

Assistant Secretary

Polumbus Petroleum Corporation

ATTEST:

Assistant Secretary

Grace Petroleum Corporation

ATTEST:

Secretary Secretary

Вy

ce President

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I hereby centify that this is a tru and complete copy of the document as filed in this office and admitted

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LOCKE LIDDELL & SAPP LLP

ATTORNEYS & COUNSELORS

2200 Ross Avenue Suite 2200 Dallas, Texas 75201-6776

Austin • Dallas • Houston • New Orleans

(214) 740-8000 Fax: (214) 740-8800 www.lockeliddell.com

(214) 740-8598 emack@lockeliddell.com.

September 28, 2001

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P.
490 N. 31 Street
Billings, MT 59101

Michael Webster

Candace Walker Marathon Oil Company Law Organization P.O. Box 4813 Houston, TX 77210-4813 John W. Ross
The Brown Law Firm
315 N. 24th Street
P.O. Drawer 849
Billings, Montana 59103-0849

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue N.W. Washington, DC 20460 Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530

Robert L. Sterup Dorsey & Whitney, LLP P.O. Box 7188 Billings, MT 59103

James E. Baine Murphy Exploration & Production Co. 200 Peach Street El Dorado, AK 71730

Re: Appeal from Emergency Administrative Order Under Section 1431 of the Safe Drinking Water Act, SDWA-8-2001-33

All Counsel of Record September 28, 2001 Page 2

To All Counsel of Record:

Enclosed please find a date stamped copy of Samson Hydrocarbons Company's Petition for Review, which was filed on September 27, 2001 in the United States Court of Appeals for the Third Circuit.

Sincerely,

Elizabeth E. Mack

Mack

EEM/cad

Enclosure

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

SAMSON HYDROCARBONS COMPANY, §

PETITIONER,

v.

PETITION FOR REVIEW

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY,

RESPONDENT.

Samson Hydrocarbons Company hereby petitions the court for review of the Emergency Administrative Order of the United States Environmental Protection Agency, Region VIII, Docket No. SDWA-8-2001-33, issued on September 20, 2001.

Respectfully submitted,

Elizabeth E. Mack

Texas Bar No. 12761050

Cynthia Keely Timms

Texas Bar No. 11161450

LOCKE LIDDELL & SAPP LLP

2200 Ross Avenue, Suite 2200

Dallas, Texas 75201-6776

Telephone: (214) 740-8000

Facsimile: (214) 740-8800

ATTORNEY FOR PETITIONER SAMSON HYDROCARBONS COMPANY

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Petition for Review will be served via certified mail, return receipt requested upon the following counsel of record who are admitted to participate in the agency proceedings on this 28th day of September, 2001:

Dean R. Massey
Massey, Semenoff, Stern &
Schwarz, P.C.
The Equitable Bldg. Suite 300
730 17th Street
Denver, CO 80202

Michael Webster Crowley, Haughey, Hanson, Toole & Dietrich, P.L.L.P. 490 N. 31 Street Billings, MT 59101

Steve Leifer
Baker & Botts LLP
The Warner
1299 Pennsylvania Ave NW
Washington, DC 20004-2400

John W. Ross
The Brown Law Firm
315 N. 24th Street
P.O. Drawer 849
Billings, Montana 59103-0849

Candace Walker
Marathon Oil Company
Law Organization
P.O. Box 4813
Houston, TX 77210-4813

Jim Eppers
U.S. Environmental Protection Agency
Region 8
999-18th Street, Suite 300
Denver, CO 80202-2466

Hon. Christine Todd Whitman EPA Administrator U.S. Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue N.W. Washington, DC 20460

John Cruden
Acting Assistant Attorney General
Environment & Natural Resources
Division
U.S. Department of Justice
950 Pennsylvania Avenue, Room 2143
Washington, DC 20530



James E. Baine Murphy Exploration & Production Dorsey & Whitney, LLP Co. 200 Peach Street El Dorado, AK 71730

Robert L. Sterup P.O. Box 7188 Billings, MT 59103

Macle

I further hereby certify that true and correct copies of the foregoing Petition for Review will be served via hand delivery upon the General Counsel pursuant to 40 CFR § 23.12 on the 28th day of September, 2001.

General Counsel Correspondence Control Unit Office of the General Counsel (2311) U.S. Environmental Protection Agency 1200 Pennsylvania Ave., N.W. Washington, DC 20460

Elizabeth E. Mack

09/26/01 11:36 FAX 3033127330 DOJ ENRD/DFO 100000 10 0

LOCKE LIDDELL & SAPP LLP

ATTORNEYS & Counselors

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(214) 740-8000 FAX: (214) 740-8800 www.lockcliddell.com

DIRECT NUMBER: 214-740-8598 email: emack@lockeliddell.com

September 26, 2001

VIA TELECOPY AND U.S. MAIL

Nathan Wiser
U.S. Environmental Protection Agency, Region VIII
Office of Enforcement Compliance and
Environmental Justice
Technical Enforcement Program, 8-ENF-T
999-18th Street, Suite 500
Denver, CO 80202-2466

Re: Emergency Administrative Order Under Section 1431 of the SDWA; Docket

No. SDWA-8-2001-33

Dear Mr. Wiser:

I represent Samson Investment Company and Samson Hydrocarbons Company ("Samson") with respect to the Emergency Administrative Order, Docket No. SDWA-8-2001-33 (the "Order"), which Samson received via telecopy transmittal on Friday, September 21, 2001. Although I only represent Samson, I have been authorized to send this letter to you on behalf of all the Respondents. By writing this letter, Samson and the other Respondents are not waiving any issue that they may choose to raise on appeal, if any appeal is taken.

The Order requires Samson and the other named Respondents to meet numerous deadlines, including, but not limited to the following: (1) October 1, 2001 deadline for submission to the EPA of a commitment to a conceptual plan to convey water meeting all primary drinking water standards to approximately 20 households; (2) October 15, 2001 deadline to submit a PWS Well Threat Study; and (3) October 31, 2001 deadline for submission of a Domestic Homesite Water Replacement Plan.

The deadlines imposed by the Order are, among other things, unreasonable and arbitrary. It is virtually impossible to develop the types of plans specified within the time constraints imposed by the Order. Nor do the deadlines seem to bear any relationship to any identified potential risk. Indeed, based on a previous SWDA order, Respondents have been and are currently providing these same households with alternative water for drinking and cooking.

Nathan Wiser September 26, 2001 Page 2

Therefore, the Respondents request additional time to comply with the terms of the Order. To that end, the Respondents propose a meeting to work out a mutually agreeable time frame within which to meet the obligations imposed by the Order.

Thank you in advance for your assistance.

Sincerely,

Elizabeth E. Mack

Mack

EEM:caw

cc: Steve Leifer
James E. Baine
Candance Walker
Jack A. Canon

LOCKE LIDDELL & SAPP LLP

2200 Ross Avenue
Suite 2200
Dallas, TX 75201-6776

FACSIMILE TRANSMISSION

Maln:

(214) 740-8000

Fex:

(214) 740-8800

Date:

September 26, 2001

PLEASE DELIVER AS SOON AS POSSIBLE TO:

То	COMPANY	FAX No.	PHONE No.
Nathan Wiser	EPA	303-312- 331- 6409	303-312-6211

FROM:

Elizabeth E. Mack

PHONE (214) 740-8598

Total number of pages including this page: 3

If you do not receive all the pages, please call (214) 740-8098.

Notes:

IMPORTANT/CONFIDENTIAL: This facesimile transmission (and/or the documents accompanying it) may contain confidential information belonging to the sender which is protected by the attorney-client privilege. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this transmission in error, please immediately notify us by telephone to arrange for the return of the documents.

LOCKE LIDDELL & SAPP LLP

ATTORNEYS & COUNSELORS

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(214) 740-8000 Fax: (214) 740-8800 www.lockeliddell.com

DIRECT NUMBER: 214-740-8598 email: emack@lockeliddell.com

September 26, 2001

VIA TELECOPY AND U.S. MAIL

Nathan Wiser
U.S. Environmental Protection Agency, Region VIII
Office of Enforcement Compliance and
Environmental Justice
Technical Enforcement Program, 8-ENF-T
999-18th Street, Suite 500
Denver, CO 80202-2466

Re: Emergency Administrative Order Under Section 1431 of the SDWA; Docket

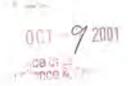
No. SDWA-8-2001-33

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Nathan Wiser September 26, 2001 Page 2

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Thank you in advance for your assistance.

Sincerely,

lizabeth E. Mack

Mall

EEM:caw

cc: Steve Leifer James E. Baine Candance Walker

Jack A. Canon



Re:

007 () . 2001

200 PEACH STREET (71730) P.O. BOX 7000 EL DORADO, ARKANSAS 71731-7000

TELEPHONE: (870) 864-6 485

FAX: (870) 864-6489

LAW DEPARTMENT

September 26, 2001

VIA MAIL AND E-MAIL

Mr. Nathan Wiser
U.S. Environmental Protection Agency
Office of Enforcement, Compliance
And Environmental Justice
Technical Enforcement Program (8ENF-T)
999 18th Street, Suite 300
Denver, CO 80202-2466

:

EAO In The Matter of Marathon Oil Company, Murphy Exploration & Production Company, Pioneer National Resources USA Inc., Samson Investment Company and Samson Hydrocarbons Company signed September 20, 2001

Dear Mr. Wiser:

Pursuant to Paragraph 89 of the above referenced EAO, Murphy Exploration & Production Company acknowledges the receipt of the above referenced Order.

Sincerely,

James E. Baine

JEB:eee

BAKER BOTTS LLP

THE WARNER
1299 PENNSYLVANIA AVE., N.W.
WASHINGTON, D.C.
20004-2400
202.639.7700
FAX 202.639.7890
www.bakerbotts.com

AUSTIN BAKU DALLAS HOUSTON LONDON NEW YORK WASHINGTON

TO	Nathan Wiser			FAX NO.	303-312-6409
FIRM/COMPAN	NY U.S. EPA			VOICE NO.	303-312-6211
10	Jim Eppers			FAX NO.	303-312-6953
FIRM/COMPA	NY U.S. EPA			VOICE NO.	303-312-6893
FROM Steve Leifer		VOICE NO.	202-639-7723	DATE SET	otember 28, 2001
RETURN TO		PERSONAL FAX NO.	202-585-1040	PAGES (inclu	iding cover) 4

MESSAGE

Per my encil message. SLL

Notice of Confidentiality

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THE WARNER
1299 PENNSYLVANIA AVE., NW
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AUSTIN

STEVEN L. LEIFER 202-639-7723, E-Mail: sleifer@bakerbotts.com FacsImlle: 202-585-1040

September 28, 2001

VIA FACSIMILE AND E-MAIL

Mr. Connelly E. Mears, Director
Technical Enforcement Program (8ENF-T)
Office of Enforcement, Compliance, and Environmental Justice
U.S. Environmental Protection Agency, Region VIII
999 18th Street, Suite 300
Denver, CO 80202-2466

Re: September 20, 2001 Safe Drinking Water Act Emergency Administrative Order

Regarding the East Poplar Oil Field

Dear Mr. Mears:

I write on behalf of Marathon Oil Company, Murphy Exploration & Production Company, Pioneer Natural Resources USA, and Samson Investment/Samson Hydrocarbons -- the companies named as Respondents in the above referenced Emergency Order.

In a series of discussions with Nathan Wiser, Jim Eppers, and Steve Moores, the Respondents have expressed their concern regarding the deadlines contained in the Order and the precise nature of the deliverables required therein. We discussed the possibility of obtaining relief from the near-term deadlines in the Order provided the Respondents made certain representations and commitments. Per our discussions with your staff, the Respondents offer the following.

The Respondents would prefer to work cooperatively with the Agency and thereby avoid the need for extended adversarial proceedings. Toward that end, Respondents will commit to provide the Agency with the following two deliverables within 14 calendar days after the effective date of a revised Order that will be issued following agreement on a revised schedule:

A plan for conducting an assessment of alternative mechanisms for providing
potable water to the residences listed in Table 1 of the Order, together with a
proposed schedule for completing such a plan and a schedule for
implementing the preferred water supply alternative identified in the plan; and

BAKER BOTTS LLE

Mr. Connelly E. Mears September 28, 2001 Page 2

• A plan for conducting an assessment of the extent to which City of Poplar public water supply wells may be threatened by contaminants emanating from the East Poplar Oil Field, along with a proposed schedule.

When completed, the first of the two plans, referred to herein as the Alternative Water Supply Plan, also will include a recommendation as to which water supply option should be implemented in place of the bottled water currently being supplied to the homes at issue. Please note that implementation of the Alternative Water Supply Plan with respect to an individual residence will be contingent upon the owner/occupant's cooperation regarding the tasks necessary to provide such alternative supply (e.g., the location of any trenching that may be required incident to installation work.) The second plan, referred to herein as the Wellfield Study Plan, will evaluate existing data regarding water quality in or near the East Poplar Oil Field, and will recommend any additional investigative activities necessary to determine whether the City of Poplar's wells are at risk.

Following submission of the two Plans, the Respondents will meet as often as necessary with the Agency to resolve any outstanding issues concerning the scope of the Plans and the timing for their completion. Assuming that agreement can be reached, Respondents will then proceed to implement the Plans. Following completion of the Alternative Water Supply Plan, the Respondents will undertake the water supply option that the parties jointly deem most appropriate per the analysis performed pursuant to the Plan. EPA would retain its rights to order the Respondents to implement its favored water supply option if agreement on the appropriate alternative could not be reached. Correspondingly, each Respondent will retain rights to appeal any such subsequent amended or new order.

EPA will issue a revised Order replacing the deadlines listed in the current Order with the process outlined above. The Respondents, in turn, will not seek to obtain an emergency stay of the Order. Furthermore, if agreement is reached on the scope, manner of implementation, and timing of the two Plans, Respondents will request a stay of proceedings in any appeals of the current Order that may have been protectively filed in the Circuit Court.

Finally, EPA will clarify in the revised Order that the documents required to be submitted under Paragraph 87(a) relate only to groundwater monitoring wells, and will work with Murphy to as to the timing of information required by Paragraph 87(c).

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Mr. Connelly E. Mears September 28, 2001 Page 3

Please let us know if the representations and agreements identified in this letter accurately reflect the conversations we have had with your staff and provide a platform for the Agency to issue a revised Order as outlined above.

Sincerely, Steven L. Lefer

Steven L. Leifer

Counsel for Pioneer Natural Resources USA, Inc.

c: Counsel for Respondents